

CENTRAL OTAGO ENVIRONMENTAL SOCIETY INCORPORATED

RULES (amended 3 Nov 07)

NAME

1. The Society shall be called the “Central Otago Environmental Society Inc” and shall be registered under the Incorporated Societies Act 1908.

OBJECTS

2. The objects of the Society are as follows:
 - a. The protection and preservation of the natural landscape and character of Central Otago, including, but not being restricted to, landscape values, amenity values, aesthetic values and Central Otago’s endemic flora and fauna.
 - b. Raising awareness of issues concerning the natural landscape, heritage and resources of Central Otago with the wider public. This includes the distribution of information through news media.
 - c. To employ such professional help to attain those objects as may be required from time to time.
 - d. To emphasize the fair, transparent and sustainable use of existing resources (e.g. water).
 - e. To encourage and support the Government, the Central Otago District Council, the Otago Regional Council District, the Department of Conservation and other statutory authorities as appropriate, to establish policies and make decisions which will preserve and enhance the special character of Central Otago’s landscapes, heritage and resources for the benefit of future generations.
 - f. To work closely with other organizations and groups in pursuit of similar objectives.
 - g. To use the funds of the Society for and to do all such lawful acts and things as are incidental or conducive to the attainment of any or all of the above mentioned objects.

INTERPRETATION

3. Any confusion as to the meaning in this document shall be resolved by a majority decision of the Society and be binding. Terms used in this document are defined as follows:
 - a. “Society” means the Central Otago Environmental Society Inc.
 - b. “the Committee” means the Management Committee.
 - c. “AGM” means Annual General Meeting.
 - d. "Year" means Calendar year.

e. "Financial Year" means the year from 1 April to 31 March the following year.

f. "Eligible voter" shall mean any member as defined in Clause 4.

MEMBERSHIP

4. Any person/s (of legal age) or legal entities may become a member of the Society. All members are entitled to attend General Meetings, Special General Meetings, and public functions of the Society.
5. Applications for membership may be submitted to the Secretary and be subject to approval by the Committee. Successful applicants shall owe one year's subscription. If membership is accepted later than six months after the commencement of the financial year then half the years subscription shall be payable.
6. A member may resign his/her membership of the Society at any time by giving notice in writing to the Secretary.
7. A member whose subscription is one year in arrears shall, ipso facto, cease to be a member of the Society, but this shall not relieve such member from liability to pay such subscriptions, provided that the Committee at any one time reinstates such member upon payment by him of all arrears of subscriptions.
8. The Committee may cancel the membership of any member whose conduct is such as, in the opinion of the Committee, to render such members continued membership undesirable or likely to endanger the character or welfare of the Society. Such members shall have a right of appeal to a General Meeting of the Society if, within 14 days of being notified of such cancellation, he/she shall give notice in writing to the Secretary claiming a review of such decision. Such a General Meeting may confirm or vary the resolution of the Committee expelling such member.
9. Every person ceasing to be a member of the Society whether by resignation, death, neglecting to pay the annual subscription or other monies due or otherwise, shall forfeit, ipso facto, all right to or claim upon the Society or its property which he/she might otherwise have had by reason of his/her membership.

RULES

10. No alteration or addition shall be made to these rules except at Annual General Meetings or Special General Meetings called for that purpose, provided that:
 - a. written notice of the proposed change is included in the notice calling the meeting;
 - b. a majority of two-thirds of the Members present at the meeting agrees to the change;
 - c. no alteration, addition or cancellation will be made to these rules that are in conflict with the objectives of the Society;
 - d. no addition to or alteration or recession of the rules shall be approved if it affects the charitable aims, personal benefit clause or the winding up clause.

MEETINGS

11. A General Meeting of the members of the Society to be called "The Annual General Meeting" shall be held within three months of the end of the financial year, at a date fixed by the Committee. Fourteen days notice shall be given of such meeting.
12. The Committee may call a Special General Meeting of the Society whenever it shall be deemed necessary to do so, and the Secretary shall call a Special General Meeting when required to do so by a requisition signed by at least 10 members stating the object of the meeting. Fourteen days notice shall be given of such meeting.
13. All General Meetings of the Society shall be advertised to members via email, or other convenient method. Every such notice shall state the time and place of and the business to be transacted at the meeting.
14. At all Annual or Special General Meetings, five members shall form a quorum, and should there not be a quorum, the members present shall, at the expiration of one half hour from the time appointed for assembling, adjourn the meeting.
15. If possible all General and Special Meetings shall be held via the internet in a chat room or any other electronic means of communication such as teleconferencing to avoid members having to travel long distances. These meetings done via a chat room shall be properly documented and shall have the same validity as other meetings conducted in person.
16. At any Special General Meeting, no business shall be transacted other than that mentioned in the request or advertisement.
17. Only those members who have paid their subscription for the past year shall be entitled to vote at the Annual General Meeting, or take part in the conduct or management of the affairs of the Society; and only those members who shall have paid their subscription for the current year shall be entitled to vote at any Special General Meeting.
18. Voting at a General Meeting shall be by a show of hands, or if the chairman thinks it necessary, or if a poll is requested from the floor, by ballot. If the meeting is conducted by other means then the voting shall be done in writing or recorded in such a manner as to fulfill any statutory obligations. All members (incl. legal entities) have one vote.
19. Decisions will be made by a simple majority vote of the members present including any proxy votes which need to be provided in writing to the Secretary or Chair before the meeting commences.

CHAIRMAN

20. At all General Meetings of the Society or meetings of the Committee the chair shall be taken by the President or in his/her absence, by a member of the Committee appointed by the meeting. The Chairman shall have the original as well as the casting vote.

MANAGEMENT AND OFFICERS

21. The management of the affairs of the Society shall be vested in a Management Committee (in these rules referred to as "the Committee").

22. The Committee shall comprise the President, Honorary Secretary, Honorary Treasurer and up to six members of the Society, and such representatives of the Central Otago District Council and the Department of Conservation as are invited and attend.
23. The officers and other members of the Committee shall be elected at each Annual General Meeting and shall respectively hold office until the next Annual General Meeting when they shall retire but be eligible for re-election except that the office of President shall not be held by any one person for more than three consecutive years. Members who are not able to be present at the Annual General Meeting may participate via email or other electronic means (if available at the time)..
24. Any officer or member of the Committee shall vacate his or her office:
 - a. If he or she ceases to be a member of the Society;
 - b. If he or she is absent from three consecutive meetings of the Committee without leave of the Committee;
 - c. If he or she by notice of writing to the Secretary, resigns his or her office.
25. The President shall act as Chairman of the Committee and four members will constitute a quorum.
26. The Committee may, with the agreement of all those members present, co-opt members of the Society to the Committee to fill a vacancy or to provide specialist advice or assistance. Members may not be co-opted onto the Committee in order to form a quorum.
27. The duties of the Secretary shall be to attend all meetings of the Society and Committee, take minutes of the proceedings, conduct the correspondence, keep a copy of the same, and act generally for the Society under the direction of the Committee.
28. The duties of the Treasurer shall be to keep such books of account as the Committee may determine; prepare each year, annual statements of account showing the financial position as at 31 March of that year, collect annual subscriptions from Members and newly elected Members and maintain the Membership Register with the names and contact details for each members.
29. Minutes of each meeting of the Committee and of the Society shall be entered into a file, confirmed at the next meeting and be signed and dated by the Chairman.

INDEMNITY & LIABILITY OF THE MANAGEMENT COMMITTEE

30. Subject to any provision herein to the contrary, no Committee member shall be liable for any loss NOT attributable to his/her own dishonesty, willful negligence, complete apathy or the willful commission of any acts known to him/her to be a breach of trust or of these Rules.
31. A Committee member shall be accountable for any act of commission or omission or for anything done as a Committee member or for which he/she would be responsible under these Rules for a period of one year from the date of his/her ceasing to be a Committee member.

THE SEAL

32. The Common Seal of the Society shall be kept by the Secretary and affixed only pursuant to a resolution of the Committee and in the presence of the Secretary and two members of such Committee all three of whom shall sign the instrument to which the seal is affixed.

CONTROL OF FUNDS AND ASSETS

33. The financial year of the Society shall commence on the first day of April, or such other time as the Committee shall from time to time determine, in every year.
34. Any income, benefit or advantage shall be applied to the charitable purpose of the Society.
35. The Treasurer shall receive all monies and deposit same to the credit of the Society in the Bank approved by the Committee, pay by cheque (signed by the Treasurer and countersigned by one of the Committee elected for that purpose by the Committee) all accounts passed by the Committee, and submit a full and duly audited account of all receipts and disbursements to each Annual General Meeting or the Committee, whenever required.
36. An Auditor (if required) shall be appointed annually at the Annual General Meeting of the Society.
37. No member shall incur expenses in the name of the Society without the prior consent of the Committee or a sub-committee. A member so authorized by the Committee or sub-committee must sign any invoice or account when purchasing goods for the Society.
38. The whole of the insurable property of the Society shall be insured against loss or damage by fire or theft or malicious damage.

PAYMENTS TO MEMBERS (HONORARIA)

39. No member of the Society or any person associated with a member shall practice in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
40. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

SUBSCRIPTIONS

41. The Annual General Meeting shall fix the annual subscription for the ensuing year. The annual subscription so fixed for a financial year shall be due and payable on the first day of April of that year.
42. A member whose subscription is not paid by the first day of August of that year shall not be entitled to vote at any Society meeting or to exercise any other privilege of membership.
43. Any member joining the Society after the 30th September shall be required to pay half the annual subscription

44. The Committee shall strike off any member whose subscription is two years in arrears and may strike off any member whose subscription is one year in arrears, but may reinstate that member upon payment of all arrears.
45. The Committee may in appropriate circumstances remit the whole or part of the subscription of any member.

WINDING UP OF THE SOCIETY

46. The Society may be wound up by a resolution being passed to that effect either at the Annual General Meeting of members or at a Special General Meeting called for that purpose and if such resolution is confirmed at a subsequent Special General Meeting of members called for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed. In the event the Society is dissolved, the surplus assets and funds thereof shall be donated to other charitable institutions or societies affiliated to or closely associated with the Society.

REGISTERED OFFICE

47. The registered office shall be at such a place as the Committee may from time to time determine. Due notice of every change of the registered office shall be given to the Registrar by the Society.

MISCELLANEOUS

48. All decisions and notes made by the Committee shall be available on request by email. Correspondence to Members will be carried out via email as much as possible.