

## **Rules of Greening the Red Zone Incorporated**

### **1.0 Name**

1.1. The name of the Society is Greening the Red Zone Incorporated

1.2 The Society is constituted by resolution dated 6<sup>th</sup> August 2016

### **2.0 Definitions**

“**mailing**” shall include email.

“**notice**” shall include notice by electronic media.

“**officer**” means the Chair, Deputy Chair, Secretary and Treasurer (or Secretary/Treasurer) of the Executive Committee.

“**public notice**” shall include notice by electronic media.

### **3.0 Registered Office**

3. 1 The Registered Office is to be in such place as the Society from time to time determines in General Meeting. Due notice of any change of office is to be given to the Registrar of Incorporated Societies.

### **4.0 Objects**

4.1 The objects of the Society shall be:

(a) To support and promote indigenous ecosystem regeneration within the land between Oxford Tce in the west and Bridge St in the east that is or was part of the Avon River red zone.

(b) To promote and encourage the use of the land that is or was part of the Avon River red zone as an indigenous forest, wetland, and river park, for the benefit and enjoyment of the people of Christchurch, New Zealand, and internationally.

(c) To support and assist with programmes, projects, activities and fundraising for indigenous ecosystem regeneration in the land that is or was the Avon River red zone.

(d) To conduct such activities as will promote membership of the Society and support its objectives.

(e) To support other activities incidental to or complementary to the attainment of the foregoing objects of the Society.

### **5.0 Powers**

5.1 The Society will have the following powers:

5.1.1 To raise and receive funds whether by subscriptions, activities, gifts or bequests to further the objects of the Society.

5.1.2 To use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of an administrator or other staff and any legal, accounting, or other consultants.

5.1.3 To purchase, take on, lease or, in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.

5.1.4 To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Executive Committee thinks fit.

5.1.5 To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the Executive Committee thinks fit.

5.1.6 To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Society.

## **6.0 Income, Benefit or Advantage To Be Applied To Objects**

6.1 Any income, benefit or advantage will be applied to the objects of the Society.

6.2 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. 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).

6.3 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

## **7.0 Executive Committee**

7.1 The Society shall have a managing committee ("the Executive Committee") of not less than five and no more than ten including the office-bearers unless changed in accordance with 8 (2) (a).

7.2 Only Members of the Society may be Executive Committee Members.

7.3 No person shall be elected to the Executive Committee unless that person is present at the AGM at which he or she is to be elected or has previously signified his or her willingness to be elected.

7.4 Newly elected Executive Committee members will take office immediately upon their election.

## **8.0 Appointment of Executive Committee Members**

8.1 At a General Meeting, the Members shall decide by majority vote:

- (a) Who shall be the members of the Executive Committee;
- (b) Who shall be Chair or Co-chairs of the Executive Committee
- (c) Whether any Executive Committee Member may hold more than one position as an

Officer

8.2 At a General Meeting, the Members may decide by majority vote:

- (a) To vary the size of the Executive Committee;
- (b) To vary how long an Executive Committee member may be appointed for.

8.3 In the event of an equal vote in any of the matters outlined in 8.1 or 8.2, the Chair of the AGM shall have a casting vote, that is, a second vote.

8.4 Subject to 8.2, the normal term of membership of the Executive Committee will be three (3) years, but retiring members will be eligible for re-election.

8.5 If the position of any Officer becomes vacant between Annual General Meetings, the Executive Committee may appoint another Executive Committee Member to fill that vacancy until the next Annual General Meeting.

8.5 If the position of any Committee Member becomes vacant between Annual General Meetings, the Executive Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting

8.6 The Society may appoint a Patron who will be an ex-officio member of the Executive Committee.

### **9.0 Cessation of Executive Committee Membership**

9.1 Persons cease to be Executive Committee Members when:

- (a) They resign by giving written notice to the Executive Committee.
- (b) They cease to be a member of the Society by reason of death, incapacity, or removal by majority vote of the Society at a General Meeting.
- (c) Their term expires.

9.2 If any Executive Committee Member is absent from three (3) consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

9.3 If a person ceases to be an Executive Committee Member, that person must within one month give to the Executive Committee all Society documents and property.

### **10.0 Role of the Executive Committee**

10.1 Subject to the rules of the Society ("The Rules"), the role of the Executive Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society and use money or other assets to that end;
- (c) Prepare and recommend a statement of strategic policies designed to achieve the purposes of the Society and proposals to support their implementation for consideration and adoption at each Annual Meeting.
- (d) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (e) Set accounting policies in line with generally accepted accounting practice
- (f) Delegate responsibility and co-opt members where necessary, including the establishment of sub-committees or working parties;
- (g) Engage agents and workers and to remunerate them in such manner as it thinks fit and to terminate any such engagements;
- (h) Ensure that all Members follow the Rules;
- (i) Decide the criteria on which a person may be declined membership under Rule 14.1 or expelled under Rule 17.0;
- (j) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (k) Decide the procedures for dealing with complaints;
- (l) Set Membership fees, including subscriptions and levies for approval at the Annual General Meeting;
- (m) Make regulations for the conduct and control of Society activities.

10.2 The Executive Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

10.3 Decisions of the Executive Committee bind the Society, unless the Executive Committee's power is limited by these Rules or by a majority decision of the Society.

### **11.0 Roles of Executive Committee Members**

11.1 The Chair or Co-Chairs are responsible for

- (a) Ensuring that the Rules are followed;
- (b) Convening meetings and establishing whether or not a quorum (half of the Executive Committee) is present;
- (c) Chairing meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

11.2 The Secretary is responsible for:

- (a) Recording the minutes of meetings;
- (b) Keeping the Register of Members;

- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) 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.
- (f) Advising the Registrar of Incorporated Societies of any rule changes;

11.3 The Treasurer is responsible for:

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

11.4 The Executive Committee shall have the power to appoint such sub-committee or sub-committees as it may deem expedient. These shall be composed of members of the Executive committee and may have delegated to them such powers and functions as the Executive Committee shall determine. The Executive Committee shall also have power to appoint an auxiliary committee or committees of such number of persons as it may deem expedient and such committee members need not be members of the Executive committee or of the Society. The Executive Committee may delegate to an auxiliary committee such powers and functions as it may deem expedient.

11.5 The Executive Committee may at its discretion employ an Administrator to take on such of the functions of the Secretary and/or Treasurer as it may determine. In this event, any reference to the Secretary or Treasurer in these rules will be deemed to include the Administrator. The Administrator is not a member of the Executive Committee but shall attend all meetings of the Society and the Executive Committee and shall report to the Executive Committee at each of their meetings.

## **12.0 Executive Committee Meetings**

12.1 The Executive Committee will meet at least six (6) times every year. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time. All members of the Executive Committee, including office-bearers, will be given at least five (5) days' notice of the meeting by the Secretary.

12.2 A quorum shall be at least half of the Executive Committee members.

12.3 In the absence of either the Chair or Co-Chairs at any meeting, the Executive Committee shall elect an Executive Committee member to chair that meeting;

12.4 All decisions of the Executive Committee shall be by a two-thirds majority vote.

12.5 Subject to these Rules, the Executive Committee may regulate its own practices;

## **13.0 Membership**

13.1 Any person, organisation or body corporate who agrees with the objects of the Society shall be eligible for membership.

13.2. The members of the Society shall be divided into the following classes and such other classes as may be determined by resolution at an Annual General:

- Individual members – being individual subscribing members of the Society.
- Affiliate members – being groups, clubs or corporate bodies.
- Donor members – being any person, organisation or body corporate that donates to the Society. Such membership shall be for such term or terms and on such conditions as the

Executive Committee shall from time to time decide. The Executive Committee shall have power to create different classes of Donor members depending on the amount or frequency of the donation and attach different privileges to each class.

13.3 Members have the rights and responsibilities set out in these Rules.

#### **14.0. Admission of Members**

14.1. Each application for membership shall be in writing directed to the Secretary of the Society and shall specify the class of membership applied for.

14.2 Members shall be admitted to the appropriate class of membership upon payment by them of the annual subscription, provided however that the Executive Committee may in its discretion decline to admit to membership any person, group, organisation or body corporate for such reason or reasons as it may from time to time think fit.

#### **15.0 Register of Members**

15.1. A register of members of the Society will be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent enactments.

#### **16.0 Cessation of Membership**

16.1. Any person may resign membership of the Society by giving oral or written notice to the Secretary. The Secretary will maintain a record of any resignation.

16.2. When subscriptions are 12 months in arrears membership is deemed to have ceased and the Member's name shall be removed from the Register of Members after written advice of the proposed action has been given to the last known contact address.

#### **17.0 Expulsion of members**

17.1 The procedure for expulsion of members will be as follows:

17.1.1 Any person or organisation may make a complaint to the Executive Committee that the conduct of a Member of the Society is or has been injurious to the character of the Society. Every such complaint will be in writing and addressed to the Secretary.

17.1.2 If the Executive Committee considers that there is sufficient substance in the complaint, it may invite the Member to attend a meeting of the Executive Committee and to offer a written and/or oral explanation of the Member's conduct.

17.1.3 The Executive Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:

17.1.3.1 sufficiently inform the Member of the complaint so that the Member can offer an explanation of the Member's conduct; and

17.1.3.2 inform the Member that if the Executive Committee is not satisfied with the Member's explanation the Executive Committee may expel the Member from the Society.

17.1.4 If in the meeting the Executive Committee decides to expel the Member from the Society the Member will cease to be a Member of the Society.

17.1.5 A Member expelled by the Executive Committee may within fourteen (14) days give written notice of appeal to the Secretary. The Secretary will then call a Special General Meeting to take place within twenty eight (28) days of receipt of the notice of appeal. If that

meeting passes a resolution rescinding the expulsion, the Member will be reinstated immediately.

### **18.0 Re-admission of former Members**

18.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, but if the former Member's membership was terminated under Rule 17 the applicant shall not be readmitted without the approval of a General Meeting.

### **19.0 Procedure for General Meetings**

19.1 "General Meeting" refers to both Annual General Meeting and Special General Meeting, unless otherwise specified.

19.2 The quorum for a General Meeting will be twelve (12) members present in person.

19.3 At least fourteen (14) days' notice of each General Meeting will be given to members at the current address for such members recorded in the register of members. It will be the responsibility of members to keep the Secretary informed of their contact details.

19.4 Notice of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Executive Committee. Full information will be provided concerning any proposed amendments to the constitution or any matter which is the business of a Special General Meeting. Such information will be supplied to any member requesting it.

19.5 The General Meeting will be chaired by the current Chair, or one of the Co-Chairs, of the Executive Committee. In the absence of the Chair or Co-Chairs the meeting will elect a person to chair the meeting from among the Members present.

19.6 A Member may be represented at a General Meeting by a nominee appointed by notice in writing to the Secretary and received by the Secretary before the meeting. A Member will have the right at any time to change, withdraw or revoke the appointment of the Member's nominee by notice in writing to the Secretary.

19.7 All decisions at a General Meeting (except those specified in clause 25.1 below) will, unless otherwise specified in this constitution, be made by a majority vote. If voting is tied, the Chair of the meeting will have a casting vote.

19.8 Only financial Members will be eligible to vote.

19.9 Voting will be by a show of hands unless members indicate an alternative preference. If any member requests a secret ballot on any vote or election, a secret ballot will be held.

19.10 To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a postal ballot in accordance with the procedures set as follows:

- (a) Only financial Members may vote in any postal ballot;
- (b) The resolution of the Executive to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than fourteen (14) days after the date ballot papers are sent out to financial Members (excluding the date of posting);
- (c) In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by reasons and recommendations from the Executive. The motion must be passed by a two-thirds majority of those voting;
- (d) Voting in a postal ballot may be by ballots returned to the Secretary/ Treasurer by mail, delivery, facsimile or email;
- (e) The Secretary shall declare the result of the postal ballot, and
- (f) The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.

19.11 A resolution passed by the required majority at any General Meeting or by postal ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted either at the General Meeting or by postal ballot.

## **20.0. Annual General Meetings**

20.1 The Annual General Meeting will be held within three (3) months from the end of the financial year. It will be open to all interested members of the public and shall be publicly notified.

20.2 The Annual General Meeting will carry out the following business:

20.2.1 Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.

20.2.2 Receive the Executive Committee's report on the activities of the Society over the last year and the proposed priorities and directions for the Society in the current year.

20.2.3 Receive and adopt the audited accounts expenditure for the past year and the estimate of income and expenditure for the current year.

20.2.4 Elect the members of the Executive Committee of the Society and appoint the Chair.

20.2.5 Appoint an Auditor of the Society's accounts.

20.2.5 Set the annual subscription and voting rights for each class of membership.

20.2.6 Conduct any other business which may properly be brought before the meeting.

## **21. Special General Meetings**

21.1 Special General Meetings may be called by the Executive Committee or by a written request made by at least ten (10) members and delivered to the Secretary. Where the meeting has been called on the written request of ten (10) members it will be called within thirty (30) days of the delivery of that request to the Secretary.

21.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members.

## **22.0 Financial Arrangements**

22.1 The Society shall only use money and any other assets if:

- a. it is for an object of the Society
- b. it is not for the sole personal or individual benefit of any member; and
- c. that use has been approved by either the Committee or by a majority vote of Society members.

22.1.2. The provision and effect of this clause shall not be removed from these rules and shall be implied into any document replacing these rules.

22.2. The financial year of the Society shall be from 1 January to 31 December.

22.3 At the first meeting of the Executive Committee and at the first meeting following each Annual General Meeting, the Executive Committee will decide by resolution the following:

22.3.1 How money will be received by the Society;

22.3.2 Who will be entitled to produce receipts;

22.3.3 What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;

22.3.4 Who will be allowed to authorise the production of cheques and the names of cheque signatories; and

22.3.5 Policy concerning the investment of money by the Society including what type of investment will be permitted.

22.4 The Executive Committee is responsible for providing the Auditor with:

- (a) Access to all information of which it is aware that is relevant to the preparation of the financial statements;
- (b) Additional information that the auditor may request for the purpose of the audit;
- (c) Reasonable access to persons within the Society from whom the Auditor determines it necessary to obtain evidence.

22.5 If the Auditor appointed by the Society is unable to act for some reason, the Executive Committee shall appoint another auditor as a replacement.

### **23.0 Execution of Documents**

23.1 The Common Seal of the Society will be kept in the custody and control of the Secretary.

23.2 The common seal shall be used on all legal documents and on such other documents as shall be determined by the Executive.

23.3 When required, the Common Seal will be affixed to any document and will be signed by the Secretary or Treasurer and one other person appointed by the Executive Committee.

### **24.0 Indemnity**

24.1 No Officer or member of the Executive Committee shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

24.2 The members of the Executive Committee shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

### **25.0 Alteration of Rules**

25.1 These rules may be amended or replaced by resolution of any General Meeting (or postal ballot in accordance with 19.10) passed by a two-thirds majority of those voting provided that no addition to or recession from the rules shall be approved if it affects the non-profit aims of the society or the personal benefit and winding up clauses

25.2 Any proposed motion to amend or replace these Rules shall be signed by at least ten (10) Members and given in writing to the Secretary at least 28 clear days before the General Meeting at which the motion is to be considered or the postal ballot in which the Members vote on the motion, and accompanied by a written explanation of the reasons for the proposal.

25.3 At least 14 days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof to all Members.

### **26.0 Activities Limited to New Zealand**

26.1 The activities of the Society will be limited to New Zealand



## **27.0 Winding Up**

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

27.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be given or transferred to another organisation in New Zealand that is charitable under New Zealand law or for some other charitable purpose or purposes recognised under New Zealand Law.

27.3 In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is a charity).

27.4 Where the members resolve to wind up the Society they may pass a resolution specifying the manner in which the Executive Committee are to apply the remaining assets and the Executive must comply with that resolution so long as it is consistent with 27.2 and 27.3 above.