

NEW ZEALAND ECOLOGICAL SOCIETY RULES

1. NAME

- a) The legally registered name of the Society is New Zealand Ecological Society Incorporated (in these Rules referred to as the ‘Society’).
- b) Te Reo Māori name of the Society is Te Aka Toro.

2. CHARITABLE STATUS

The Society is registered as a charitable entity under the Charities Act 2005.

3. PURPOSES

The Society is established and maintained exclusively for the following charitable purposes (including any purposes ancillary to those charitable purposes):

1. Promote the study of ecology and the application of ecological knowledge in all its aspects
2. Publish the New Zealand Journal of Ecology
3. Foster collaboration and communication amongst ecologists.

These purposes shall be met through implementation and revision of the Society’s strategic plan. Any income, benefit, or advantage must be used to advance the charitable purposes of the Society.

4. TIKANGA OR CULTURE

The tikanga or culture of the Society is:

- To embrace the rich heritage of Māori culture in Aotearoa New Zealand, and acknowledge and support the rights and interests of Māori under Te Tiriti o Waitangi and the principles of partnership, participation, and protection.
- To foster an inclusive and supportive culture for students, scientists, professionals and other people interested in ecology.

These Rules shall be interpreted having regard to that tikanga or culture.

5. CONTACT PERSON

The contact persons for the Registrar of Incorporated Societies shall be the President (or Co-Presidents) and Secretary, or other Officers by resolution of the Council.

6. MEMBERSHIP

a) Types of Members

- ii. There shall be various classes of Members as the Council shall from time to time decide.
- iii. Any Member who has given outstanding service to the Society may be awarded Honorary Life membership by resolution of the Council. An Honorary Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.

b) Becoming a Member

- i. Every applicant for membership must consent in writing to becoming a Member.
- ii. An applicant for membership must complete an application form and supply any information required by the Council regarding an application for membership and will become a Member on acceptance of that application by the Council.
- iii. The Council may accept or decline an application for membership at its sole discretion. If an application is declined, the Council must advise the applicant.

- iv. The consent of every Member to become a Society Member shall be retained in the Society's membership records.

c) Members' obligations and rights

- i. Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.
- ii. All Members shall:
 - promote the interests and purposes of the Society
 - adhere to the Society's code of conduct, and
 - do nothing to bring the Society into disrepute.

d) Subscriptions

- i. The annual subscription shall be such sum or sums as the Council shall from time to time decide.
- ii. Any Member failing to pay the annual subscription within two months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within 12 months of the due date for payment of the subscription the Council may terminate the Member's membership (without being required to give prior notice to that Member).
- iii. In exceptional circumstances the Council may by resolution remit the payment of any annual subscription or part thereof.

e) Ceasing to be a member

- i. A Member ceases to be a Member—
 - by resignation from that Member's class of membership by written notice signed by that Member to the Council, or
 - whose annual subscription is more than one year in arrears, or
 - on termination of a Member's membership following a dispute resolution process under these Rules, or
 - on death, or
 - by resolution of the Council where in the opinion of the Council the Member has committed serious breaches of the Society's code of conduct or brought the Society into disrepute. Council may appoint a subcommittee that could include current and past office bearers to assess any allegations of breaches of the code of conduct.

with effect from (as applicable)—

- the date of receipt of the Member's notice of resignation by the Council (or any subsequent date stated in the notice of resignation), or
- the date of termination of the Member's membership under these Rules, or
- the date of death of the Member, or
- the date specified in a resolution of the Council and when a Member's membership has been terminated the Council shall promptly notify the former Member in writing.

f) Becoming a member again

- ii. Any former Member may apply for re-admission in the manner prescribed for new applicants.
- iii. But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Council.

7. COUNCIL

- a) The Council shall consist of the following Officers: a President (or two Co-Presidents), a Vice President, a Secretary, a Treasurer, an Immediate Past President, and four Councillors.

- b) From two weeks after the end of each Annual General Meeting until two weeks after the end of the next, the Society shall be managed by, or under the direction or supervision of, the Council, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and these Rules.
- c) The Council has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in these Rules.
- d) The Council may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. A sub-committee must not commit the Society to any financial expenditure without express authority from the Council.
- e) The Council and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Council or sub-committee meeting.

8. OFFICERS

a) Eligibility

To be eligible for Council, individuals must:

- i. be current Members of the Society
- ii. give their consent, and
- iii. not be disqualified under section 47(3) of the Incorporated Societies Act 2022 or section 36B of the Charities Act 2005.

b) Election of Officers

The election of Officers shall be conducted as follows.

- i. Officers shall be elected at the Annual General Meeting. The President (or Co-Presidents), Vice-President, Secretary, Treasurer, and Councillors shall be elected as required by successive ballots in that order.
- ii. Candidates for Officers shall be nominated by two Members of the Society at the Annual General Meeting, or in writing signed by any two Members and received by the Secretary before the date of such meeting. Every candidate shall, before election, signify personally at the Annual General Meeting or in writing their acceptance of nomination.
- iii. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Council (excluding those in respect of whom the votes are tied).
- iv. Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers or records.
- v. A retiring President (or Co-Presidents) shall automatically become Immediate Past President(s) after ceasing to be President (or Co-Presidents).
- vi. The Officers shall take office two weeks after the close of the Annual General Meeting at which they are elected or appointed. These Officers shall have full control of the management of the Society except where otherwise provided in these Rules.
- vii. The Council may fill any vacancy that occurs between Annual General Meetings, up until the next Annual General Meeting.

a) Terms

The terms of office for Officers elected to the Council are as follows:

- i. The President (or Co-Presidents) and Vice-President shall be elected for a one-year term, and may not serve for more than four consecutive years in each position.
- ii. The Treasurer and Secretary shall be elected for a one-year term, and there is no limit on the number of consecutive years served.

- iii. Councillors shall be elected for a two-year term. Councillors may not serve more than four consecutive years, and shall be eligible for re-election as a Councillor after a further period of two years has elapsed. Serving as a councillor has no effect on eligibility to stand for President, Vice President, Treasurer or Secretary.
- iv. The term of the Immediate Past President(s) is a minimum of one year, and up to the full term of the incoming President (or Co-Presidents). The Immediate Past President(s) may resign at any time after one year.
- v. All terms expire two weeks after the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

c) Removal of officers

An Officer shall be removed as an Officer by resolution of the Council or the Society where in the opinion of the Council or the Society the Officer has brought the Society into disrepute or violated the code of conduct, with effect from the date specified in a resolution of the Council or Society.

d) Ceasing to hold office

Officers cease to be so if they are removed in accordance with these Rules, or if they resign, die, or otherwise vacate office in accordance with Section 50(1) of the Societies Act (2022).

e) Conflicts of interest

- i. An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - to the Council and or sub-committee, and
 - in an Interests Register kept by the Council.
- ii. Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- iii. An Officer or member of a sub-committee who is an Interested Member regarding a Matter—
 - must not vote or take part in the decision of the Council and/or sub-committee relating to the Matter unless all members of the Council who are not interested in the Matter consent; and
 - must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Council who are not interested in the Matter consent; but
 - may take part in any discussion of the Council and/or sub-committee relating to the Matter and be present at the time of the decision of the Council and/or sub-committee (unless the Council and/or sub-committee decides otherwise).
- iv. However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- v. Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- vi. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Council shall consider and determine the Matter.
- vii. The Council shall at all times maintain an up-to-date register of the interests disclosed by Officers, members of any sub-committee, and appointees to other roles.

9. APPOINTMENTS TO OTHER ROLES

In addition to Officers elected under the foregoing provisions of these Rules:

- a) The Council shall appoint a Member as an Editor-in-Chief of the New Zealand Journal of Ecology.
- b) The Council may make appointments to other roles as required.

- c) Any person so appointed may attend Council meetings, have speaking rights and provide advice to Council, but is not an Officer of the Society and shall not have voting rights.
- d) The Editor-in-Chief and any additional appointments shall take office immediately on appointment and hold that position until the next Annual General Meeting. Council shall confirm all new and continuing appointments at each Annual General Meeting.

10. COUNCIL MEETINGS

- a) At any meeting of the Council four Officers shall form a quorum.
- b) A meeting of the Council may be held either—
 - i. by a number of the members of the Council who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - ii. by means of audio, or audio and visual, communication by which all members of the Council participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- c) The President (or one of the two Co-Presidents) shall chair Council meetings, or in their absence the Vice President or Immediate Past President.
- d) The Chair will work towards building consensus. A resolution of the Council is passed at any meeting of the Council if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Council shall have one vote. The chairperson has a casting vote in the event of a tied vote on any resolution of the Council. However, the casting vote should be used sparingly.
- e) The Council shall meet at least quarterly.

11. FINANCES

- a) All income, benefit, or advantage must be used to advance the charitable purposes of the Society.
- b) The Society must not be carried on for the financial gain of any of its Members.
- c) No Member of the Society, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- d) Any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
- e) The control and investment of the funds of the Society shall be wholly within the power of the Council, which may open and operate accounts in the name of the Society at any banks or financial institutions, as it deems fit and subject to these Rules. The signatories of any such account shall be the Treasurer, the President (or Co-Presidents), the Vice President, and the Immediate Past President(s), or other Officers by resolution of the Council; withdrawals or payments shall be signed by any two of the signatories.
- f) The Treasurer shall keep a correct account of all funds received and expended by the Society, and shall prepare at the end of each financial year a Balance Sheet and Statement of Accounts for that year.
- g) The accounts of the Society shall be reviewed at the end of each financial year by an independent reviewer appointed by Council in accordance with requirements of relevant legislation.
- h) The financial year of the Society shall end on the 31st December in each year.
- i) The Society shall not have the power to borrow money.

12. MEETINGS

- a) The Society shall hold at least one General Meeting in each financial year. At one such meeting there shall be a business session that shall constitute the Annual General Meeting of the Society. Matters normally requiring a General Meeting cannot be dealt with by resolutions in lieu of a General Meeting. The Annual General Meeting must be no more than 15 months after the previous Annual General Meeting, and no more than 6 months after the balance date for the preceding financial year. At this session the Society shall:

- i. Receive from the Council a Report, Balance Sheet, and Statement of Accounts including disclosures of any conflicts of interest for the preceding financial year
 - ii. Elect the Officers for the ensuing year
 - iii. Decide on any motion that may be duly submitted to the meeting, and
 - iv. Keep minutes of the Meeting.
- b) A Special General Meeting shall be held at any time by resolution of the Council or within six weeks of receipt by the Secretary of a requisition signed by at least ten Members specifying the purpose for which the meeting is to be called.
 - c) Notice and agenda of each Annual and Special General Meeting shall be sent to each Member at least twenty-eight days before that meeting. At any Annual or Special Meeting no motion not included in the notice calling the meeting may be proposed, discussed, or put to the vote except by consent of two-thirds of the Members present.
 - d) The Annual Report, Balance Sheet, and Statement of Accounts for each financial year shall be circulated to all Members at least fourteen days before the next Annual General Meeting.
 - e) At any Annual or Special General Meeting thirty Members shall constitute a quorum.
 - f) At any Annual or Special General Meeting, or Council meeting, the chair shall be taken by the President (or Co-Presidents) or, in the President's (or Co-Presidents) absence the Vice President, or in their absence, a Member elected by the meeting.
 - g) At any meeting voting shall be on the voices or by show of hands or by ballot at the discretion of the chair, PROVIDED THAT, if any Member shall so demand, voting shall be by ballot. The chair shall have a deliberative and a casting vote.
 - h) Members may attend the meeting in person or remotely by video link if enabled. Only those attending the meeting shall have a vote.

13. ALTERATION OF RULES

- a) Any alteration, addition, or rescission in these Rules shall be made only at an Annual or Special General Meeting.
- b) Notice of the proposed alteration, addition, or rescission shall be sent to every Member at least fourteen days prior to the meeting.
- c) The meeting may amend any such proposals.
- d) No resolution shall effect any alteration of these Rules unless assented to by two-thirds of the Members present at the meeting.
- e) No addition to, deletion from or alteration of the Society's Rules shall be made which would allow personal pecuniary profits to any individual or Member.

14. INTERPRETATION OF RULES

The decision of the Council as to the interpretation of these Rules shall be final and binding on all parties except at any Annual or Special General Meeting when the decision of the chair of such meeting shall be final and binding on all parties. Provided that in case of disputes, the Society will follow the Dispute Resolution procedures in Schedule 2 of the Incorporated Societies Act 2022.

15. WINDING UP

In the event of dissolution of the Society, no distribution shall be made to any Member, and any remaining assets of the Society after payment of all liabilities shall be donated to one or more not-for-profit entities that promote the study of ecology and the application of ecological knowledge in all its aspects, as determined by resolution at the last Annual or Special General Meeting, or, failing any such decision, shall, *ipso facto*, become the property of the Royal Society of New Zealand for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.