

Constitution Of The New Zealand Herpetological Society Incorporated

1. Name

The Society shall be called the “New Zealand Herpetological Society Incorporated” (hereinafter referred to as “The Society”)

2. Objectives: The objectives of the society are:

- 2.1 To promote awareness & interest in amphibians and reptiles and their conservation.
- 2.2 To encourage the study of New Zealand’s own species.
- 2.3 To encourage the captive keeping and breeding of both New Zealand herpetofauna, and such exotic species of reptiles and amphibians as may be legally kept.

3. Membership

- 3.1 Any person or body or organization whether corporate or incorporate having first completed a form of enrolment approved by the Management Committee and having paid the subscription for the coming year shall be a member of the Society.
- 3.2 Application for membership with the Society shall imply an agreement to abide by the constitution and bylaws of the Society.
- 3.3 Any member may resign from the Society at any time by written notice to the Secretary, or by allowing their membership to lapse. No such resignation shall release the member from payment of any moneys due to the Society.
- 3.4 If in the opinion of the Management Committee the conduct of any member of the Society, or any act done by that member, be injurious to the interest of the Society, the Management Committee may call on such member to show just cause why he/she should not be expelled from the Society; and unless within one calendar month he/she shall show just cause to the satisfaction of the Management Committee, the Management Committee may direct that his/her name be erased from the membership list, and shall cease to be a member of the Society. All affected parties shall be notified of the resolution of the Management Committee as soon as practicable.
- 3.5 Membership privileges include: Three publications of newsletter - “Moko” annually, discounted books, free advertising for swapping animals, and access to library data. Other benefits are available depending on membership category.
- 3.6 Membership categories shall include:
 - 3.6.1: *Family or full membership*: This category has full voting rights, privileges & benefits.
 - 3.6.2: *Student membership*: This category has full voting rights, privileges & benefits and is only available to students. Please provide age (for school age members) or student ID number.
 - 3.6.3: *Associate membership*: This category has membership privileges but not voting rights nor membership benefits.
 - 3.6.4: *Honorary membership*: This category is via invitation only from the NZHS. It has membership privileges but not voting rights, annual fees or membership benefits.
 - 3.6.5: *Library membership*: This category has membership privileges and benefits but not voting rights.
 - 3.6.6: *Associate Library membership*: This category has membership privileges but not voting rights nor membership benefits.

4. Subscriptions

- 4.1 The annual subscription shall be fixed or amended at the Annual General Meeting for the next year’s subscription. However, if no such resolution is passed the existing subscription will continue for the current year as well as for the new year.
- 4.2 Subscriptions shall fall due in June 1st each year. Membership unpaid by September 20st each year will be deemed to have lapsed.
- 4.3 Memberships unpaid or lapsed as per 4.2 at the time of the Annual General Meeting shall not be considered eligible for voting at the Annual General Meeting.

- 4.2 New membership fees shall be a portion of the annual fees depending on the time of joining and at the discretion of the Management Committee.

5. Management

- 5.1 The affairs of the Society shall be managed by a committee of not less than five members, and known as the Management Committee:
- President
 - Secretary
 - Treasurer
 - Editor
 - Public Relations Officer
- 5.2 The Management Committee will be elected at the Annual General Meeting. Newly elected Management Committee members will take up the duties of their positions at the close of the Annual General Meeting at which they were elected. Any out going committee members will be required to assist the newly elected members as necessary until the end of the financial year.
- 5.3 In the event of any vacancy occurring on the Management Committee, the Management Committee shall have the discretion to appoint a suitable person to hold office until the next Annual General Meeting.
- 5.4 The Management Committee shall have the discretion to co-opt the services of any member of the Society, or form sub-committees when necessary.
- 5.5 The Management Committee shall have the discretion to compile position descriptions outlining the duties and functions of its members whether elected or co-opted, and to amend these as and when required.
- 5.6 Only the President, Public Relations Officer and person authorized by the Management Committee shall have the authority to make official statements to the news media or any other organization or person.

6. Elections

- 6.1 Nominations for the position of president, secretary, treasurer, editor and public relations officer shall be made in writing stating the name of the nominee, the office or position for which he/she is being nominated and shall be signed by the proposer and seconder. The nomination paper must bear the signature of the nominee as evidence of his/her consent. The nominee, proposer and seconder must be current members.
- 6.2 Nominations must reach the Secretary by the closing date notified to members by the Management Committee.
- 6.3 If more than one nomination is received for any position, an election shall be held. Such election shall be by postal vote, with members being advised not less than 20 days before voting. Voting papers may be returned to the Secretary by post or delivered at the Annual General Meeting. The votes may be counted by two scrutineers appointed from those members present at the meeting.
- 6.4 Every family-full member and student member shall have one vote. Any body or organization subscribed as a full member shall have one vote.
- 6.5 If only one nomination is received for a position, the nominee will be declared elected at the Annual General Meeting.
- 6.6 If insufficient nominations are received by closing date, further nominations for the vacant positions only will be taken at the Annual General Meeting. Such nominations will be received only of members who have given notice of their willingness to accept, or alternatively are present at the Annual General Meeting, and if there are plural nominations for a position, then an election will be held by secret ballot of those financial members present.
- 6.7 Voting other than at elections will be by voices or if the president or any other three members so require, by a show of hands; and in the event of equality of voting the president shall have the casting

vote. A secret ballot shall be held if demanded by not less than twenty percent of the persons present and entitled to vote.

7. Disqualification of Committee members

7.1 The position of any committee member shall be vacated if they:

- cease to be a member of the Society, by way of resignation in writing to the Secretary, or lapsing their membership.
- in the opinion of the committee cease to carry out their duties of office, or their function as a member of the committee, and when called on by the committee can show no just cause.

8. Meetings/Proxies

8.1 Meetings

- 8.1.1 The Annual General Meeting shall be held in May of each year, at least twenty eight days notice having been given to members
- 8.1.2 Committee meetings shall be held at the discretion of the relative committee.
- 8.1.3 Special General Meetings of members may be called by the Management Committee at any time, and may be called at the written request of ten financial members of the Society after thirty five days notice being given to the Secretary. The Secretary will then advise the membership of the time and place of such a meeting giving 28 days notice. Such a meeting shall have the same powers as a Annual General Meeting.
- 8.1.4 At Annual General Meetings, Special General Meetings and any other meeting where official business of the Society is transacted, the quorum shall be at least six members personally present. At a meeting of the Management Committee not less than fifty five percent of Management Committee members shall form a quorum.
- 8.1.5 At all meetings of committees and members of the Society, Parliamentary Rules of Debate shall apply.

8.2 Proxies

- 8.2.1 Any financial member of the Society who is unable to attend an Annual General Meeting or an Extraordinary General Meeting may exercise their right to vote by proxy.
- 8.2.2 Each proxy must be appointed by notice in writing signed by the member making the appointment as set out in schedule "A" annexed hereto. Such notice shall specify the meeting for which the proxy is appointed, whether the proxy is specific or non-specific, and in the case of a specific proxy, how the non-attending member wishes their proxy to vote.
- 8.2.3 No proxy shall be valid unless a copy of the notice of appointment is registered with the Chairperson prior to the commencement of the meeting for which the proxy is appointed.
- 8.2.4 A proxy for a member is entitled to attend and be heard at the meeting as if the proxy were a financial member of the Society.

9. Finance

The funds of the Society shall be managed by the Management Committee.

9.1 Accounts:

- 9.1.1 The Management Committee shall keep full and proper accounts in accordance with current accounting practice.
- 9.1.2 Any financial member of the Society shall be granted full access to view the financial records of the Society at any reasonable time and place as suits both parties.
- 9.1.3 The Treasurer shall prepare and submit to the Annual General Meeting an audited statement of the financial position of the Society.
- 9.1.4 Immediately prior to the beginning of each financial year, the Treasurer shall prepare and submit to the Management Committee an annual budget of income and expenditure for approval.
- 9.1.5 The Treasurer shall pay all accounts when due provided they are within the provisions of the approved budget. All accounts falling outside of the provisions of the budget shall be approved for payment by the Management Committee prior to payment.
- 9.1.6 All monies received by the Society shall be banked as soon as practicable, and all outgoing payments shall be made by cheque.

9.2 Financial Year

The financial year of the Society shall begin on 1st April and end on 31st March of the following year.

9.3 Auditor:

9.3.1 An auditor (not being a member of the Society) shall be elected annually by the Management Committee.

9.3.2 The Management Committee shall arrange for the auditor to audit the books of the Society at least once a year prior to presentation at the Annual General Meeting,; and at any other time the Management Committee deems necessary.

9.3.3 Copies of the auditors report and the certified annual financial statements shall be circulated to all financial members of the Society at the Annual General Meeting.

9.4 Investment and Borrowing

9.4.1 The Management Committee may arrange to borrow a sum or sums, and secure payment of same for the purposes of the Society after having first secured the approval of a two thirds majority of financial members and their proxies personally present and voting at either an Annual General Meeting or a Extraordinary Meeting called for that purpose.

9.4.2 The Management Committee shall have the discretion to raise sums in such manner as they shall decide.

9.4.3 All such monies shall be applied wholly or principally within New Zealand and for the objectives of the Society.

9.5 Remuneration/Application of Funds

9.5.1 Management committee members shall be remunerated for out of pocket expenses, except where those expenses relate to a member's attendance at Annual General Meetings.

9.5.2 Any income, benefit or advantage shall be applied to the charitable purposes of the Society

9.5.3 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 the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

9.5.4 Any remuneration paid shall be reasonable and relative to that which would be paid at open market value.

9.5.5 The provisions of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

10 Winding Up

10.1 The Society may at any time be wound up by the resolution of a majority of financial members and their proxies personally present, and if such a resolution is ratified by a majority of financial members and their proxies personally present and voting at a subsequent Extraordinary Meeting called for that purpose and held not less than 30 days later.

10.2 In the event of such a winding up, the property of the Society shall, after the payment of all its debts and liabilities, and the costs and expenses of winding up, not be paid or distributed among the members of the Society but shall be given or transferred to some other charitable organisation or body having objectives similar to the objectives of the Society or for some other similar charitable purpose within New Zealand.

11 Common Seal

11.1 The Society shall have a common seal, which shall be kept in the safe custody of the Secretary for the time being of the Society.

11.2 The Society shall execute any document of whatsoever nature pursuant to a resolution of the Management Committee passed for that purpose by affixing the Common Seal in the presence of two members of the committee.

12 Constitution

12.1 Amendments to the constitution may be made by resolution at an Annual General Meeting or Extraordinary Meeting called for that purpose, and with the approval of the Registrar of Incorporated Societies.

12.2. Notice of proposed amendments shall be given to members at least twenty eight days before the meeting at which the proposed amendment is to be considered.

12.3 No amendment, addition or rescission shall be effective if it shall detract from the charitable objectives, the Remuneration/Application of Funds clause, or Dissolution clause.
