

# **Rules of Environment Hubs Aotearoa Incorporated**

## **Adopted October 2017**

### **THE SOCIETY**

#### **1. Name**

- 1.1. The name of the society is Environment Hubs Aotearoa Incorporated ("the Society").
- 1.2. The Society is constituted by resolution dated 18 March 2015.

#### **2. Registered Office**

- 2.1 The Registered Office of the Society is MTM Accounting Limited, Level 1, 100 Tory St, Te Aro, Wellington, New Zealand, 6011.

#### **3. Purposes of Society**

- 3.1. The primary purposes of the Society are:
  - a) To protect and enhance the environment by providing services and coordination and conducting projects, education and advocacy; and
  - b) To advance education in the field of sustainable living, environmental protection and community resilience; and
  - c) To provide a national umbrella organisation for organisations and individuals who share the primary purposes of this society.
- 3.2. In order to achieve the primary purposes, the Society will carry out the following ancillary purposes;
  - a) To provide and coordinate educational information, and educational events that develop and share knowledge and skills related to environmental protection, sustainable living, and community resilience including but not limited to waste management, energy management, water management, food growing, biodiversity conservation and sustainable transport; and
  - b) To coordinate advocacy carried out to protect and enhance the environment, and develop resilient and sustainable communities; and
  - c) To promote the provision of spaces and forums to enable the public of Aotearoa, New Zealand to create sustainable, resilient and thriving environments.

### **MANAGEMENT OF THE SOCIETY**

#### **4. Board**

- 4.1. The Society shall have a Board comprising the following persons as "Officers":
  - a) The Chairperson
  - b) The Secretary;
  - c) The Treasurer; and
  - d) Such other Members as the Society shall decide.
- 4.2 Board Members are to be comprised of:
  - a) At least 70% of Board Members must be Members of the Society ("Elected Board Members").
  - b) The elected Board Members may appoint, by majority vote, a maximum of 30% of the Board who are not current Members of the Society to any Officer role, if that Officer role is not able to be filled from within the Elected Board Members.
- 4.3. When a member is an organisation, representatives of that organisation may be Elected Board Members (employees or elected representatives or Trustees).

- 4.4. Only one representative of a member organisation at a time may be a Board Member.
- 4.5. There shall be a minimum of three and a maximum of seven Board Members, in addition to the Officers. This means there is a maximum of ten.
- 4.6. There shall be a minimum of two Board Members from members located in each of the South Island and the North Island.

## **5. Nomination of Board Members**

- 5.1. Nominations for members of the Board shall be called for at least 21 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the sixth working day before the Annual General Meeting.
- 5.2. All retiring members of the Board shall be eligible for re-election. But no Board member or officer shall serve more than three consecutive terms.
- 5.3. If the position of any Officer becomes vacant between Annual General Meetings, the Board may appoint another Board Member to fill that vacancy until the next Annual General Meeting.
- 5.4. If the position of any Board Member becomes vacant between Annual General Meetings, the Board may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 5.5. If any Board Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

## **6. Appointment of Board Members**

6.1. At a Society Meeting, the Members may decide by majority vote who shall be an Elected Board Member.

- a) The Secretary shall request nominations from within the membership for election as a Board Member or Officer at least 21 days in advance of a Society Meeting.
- b) If Officers' positions are not filled by Elected Board Members, space must be retained on the Board for external Board Members to be appointed as Officers by the Elected Board Members after each Annual General Meeting.
- c) If incumbent Elected Board Members, or nominees, do not fulfil the minimum requirements for two Elected Board Members from members located in each of the South Island and the North Island, the appropriate number of Elected Board Member positions must be held vacant for such representatives to be appointed at the earliest opportunity by the Board Members.
- d) Elections must be held in a way which ensures the maximum number of Board Members is not exceeded and all Board criteria are met. The process shall be:
  - i) Election of Officers (from all incumbent and nominated Board Members)
  - ii) Election of North / South Island Representatives (from all incumbent and nominated Board Members (no Island can have more than 8 Elected Board Members)
  - ii) Remaining vacant Elected Board Member positions are elected from nominees, or left vacant.

## **7. Term**

- 7.1. Board members will be elected for a three year Term, after which period they will need to be re-nominated and re-elected.
- 7.2. No Board Member or Officer shall serve more than three consecutive terms.
- 7.3. The Board initially elected will decide the terms of members for the first three years in order to ensure both continuity and the renewal of Board members.

## **8. Cessation of Board Membership**

- 8.1. Persons cease to be Board Members when:
- a) They resign by giving written notice to the Board.
  - b) They are removed by a majority vote of the Society at a Society Meeting.
  - c) Their Term expires.

8.2. If a person ceases to be a Board Member, that person must return to the Society any documents, or items which belong to the Society. Further, the Society may require the destruction or return of any items (at the Society's discretion) containing any Intellectual Property belonging to the Society.

## **9. Role of the Board**

9.1. Subject to the rules of the Society ("The Rules"), the role of the Board is to:

- a) Facilitate, administer, manage, and control the Society;
- b) Set and manage the policies and procedures of the Society;
- c) Appoint roles in The Board;
- d) Carry out the purposes of the Society, and use money or other assets to do that;
- e) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- f) Set accounting policies in line with generally accepted accounting practice;
- g) Delegate responsibility and co-opt members where necessary;
- h) Ensure that all Members follow the Rules;
- i) Decide how a person becomes a Member, and how a person stops being a Member;
- 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;

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

9.3. All decisions of the Board shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.

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

9.5. The roles of the Chair, Secretary and Treasurer are described in a Policy Document of the Society and must be formally approved by the Board.

9.6. The Chair, the Secretary and the Treasurer have primary responsibility for ensuring that officer roles are exercised in accordance with agreed Board Policy.

## **10. Board Meetings**

10.1. Subject to these Rules, the Board may regulate its own practices by setting and managing strategies, policies and procedures.

## **SOCIETY MEMBERSHIP**

### **11. Types of Members**

11.1. Membership may comprise different classes of membership as decided by the Society.

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

11.3. For the time being, there will be three classes of membership:

- a) Voting membership
- b) Associate
- c) Friend

11.4. A Voting Member is a full Member under the terms of these Rules and can vote at society meetings and serve as a Board Member. Voting members must:

- a) Support the Purpose, mission, values, vision and aims of the Society
- b) Be an organisation whose primary purpose is not for profit

11.5. An Associate is not a Member under the terms of these rules, and cannot vote at society meetings nor serve as a Board Member.

11.6. A Friend is not a Member under the terms of these rules, and cannot vote at society meetings nor serve as a Board Member.

## **12. Admission of Members**

12.1. To become a Member, a person (“the Applicant”) must:

- a) Complete an application form, which must cover:
  - i) Legal status and purpose of the organisation
  - ii) Audited accounts of the organisation from the last year
  - iii) Officers and staff
  - iv) Vision, mission and values
  - v) Evidence of activities from the last 2 years
  - vi) 3 Referees from the community
  - vii) Nominating support statement from an existing member
  - viii) Statement of adherence to the purpose, vision, mission, values and aims of The Society
  - ix) Statement of reason for wanting to become a member
- b) Supply any other information the Board requires.
- c) Pay any membership fee.

12.2. The Board may interview the Applicant when it considers Membership applications.

12.3. The Board shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

## **13. The Register of Members**

13.1. The Secretary shall keep a register of Members (“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.

13.2. If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3. Each Member shall provide such other details as the Board requires.

13.4. Members shall have reasonable access to the Register of Members.

## **14. Cessation of Membership**

14.1. Any Member may resign by giving written notice to the Secretary.

14.2. Membership is terminated in the following way:

14.3. If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Board may give written notice of this to the Member (“the Board’s Notice”).

14.4. The Board’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 Board giving reasons why the Board should not terminate the Member’s Membership.
- c) State that if, within 14 days of the Member receiving the Board’s Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member’s Membership.
- d) State that if the Board terminates the Member’s Membership, the Member may appeal to the Society 14 days after the Member received the Board’s Notice.

14.5. The Board may in its absolute discretion by majority vote 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 the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.

14.6. If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days.

14.7. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society 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 Society Meeting.

14.8. When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.

14.9. 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.

## **15. Obligations of Members**

15.1. All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **MONEY AND OTHER ASSETS OF THE SOCIETY**

### **16. Use of Money and Other Assets**

16.1. The Society may only use money and other assets if:

- a) It is for a purpose 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 Board or by majority vote of the Society.
- d) All income, benefit, or advantage must be used to advance the purposes of the society.
- e) No member of the society, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Board in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage, except if all members are to receive funding, then all can participate in the decision provided no member receives more than what is reasonable payment for the role that member undertakes.
- f) Any payments made must be for goods or services that advance the purposes and must be reasonable and relative to payments that would be made between unrelated parties.
- g) For the avoidance of doubt, people associated with members may be paid a fee, wage or salary for work actually done for the Society, provided it is no more than the market rate for that work, and provided that person has not taken part in any decision to make that payment.

### **17. Joining Fees, Subscriptions and Levies**

17.1. If any Member does not pay a Subscription or levy by the date set by the Board or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, 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.

### **18. Additional Powers**

18.1. The Society may:

- a) Employ people for the purposes of the Society;
- b) Exercise any power a trustee might exercise;
- c) Invest in any investment that a trustee might invest in;
- d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

### **19. Financial Year**

19.1. The financial year of the Society begins on 1 July of every year and ends on 30th June of the next year.

## **20. Assurance on the Financial Statements**

20.1. The accounts of the Society shall be Audited or a Limited Review Engagement shall be undertaken by an Auditor to be appointed each year at the Annual General meeting and who shall be a member of the New Zealand Institute of Chartered Accountants. In case of death or incapacity of the auditor so appointed or in case no Auditor is so appointed the Executive shall appoint one. The Auditor must not be a member of the Board, or an employee of the Society.

20.2. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies.

20.3. The Board is responsible to provide the auditor with:

- a) Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b) Additional information that the auditor may request from the Board for the purpose of the audit; and
- c) Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

## **CONDUCT OF MEETINGS**

### **21. Society Meetings**

21.1. A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2. The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Board shall determine when and where the Society shall meet within those dates.

21.3. Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 25% of the Members.

21.4. The Secretary shall:

- a) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- b) Additionally, the Secretary will provide, as appropriate:
- c) A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Board,
- d) A list of Nominees for the Board, and information about those Nominees, if it has been provided.
- e) Notice of any motions and the Board's recommendations about those motions.

21.5. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.6. All Members may attend and vote at Society Meetings.

21.7. No Society Meeting may be held unless at least 15% of eligible Members attend in addition to the Board members present. (This will constitute a quorum.)

21.8. All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Society shall elect another Board Member to Chair that meeting. Any person chairing a Society Meeting has a casting vote.

21.9. On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:

- a) Voices;
- b) Show of hands; or
- c) Secret ballot.

21.10. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote.

- 21.11. The business of an Annual General Meeting shall be:
- a) Receiving any minutes of the previous Society's Meeting(s);
  - b) The Chair's report on the business of the Society;
  - c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
  - d) Election of Board Members;
  - e) Motions to be considered;

21.12. The Chair or her nominee shall adjourn the meeting if necessary.

21.13. 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 Chair of the Society, and if at such an adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

21.14. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **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 Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion ("Member's Information").

22.2. The Board may in its absolute discretion decide whether or not the Society will vote on the motion.

22.3. However, if the Member's Motion is signed by at least 25 % of eligible Members:

- a) It must be voted on at the Society Meeting chosen by the Member; and
- b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.4. The Board may also decide to put forward motions for the Society to vote on ("Board Motions") which shall be suitably notified.

## **23. Common Seal**

23.1. The Board shall provide a common seal for the Society and may from time to time replace it with a new one.

23.2. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the **Chair** and countersigned by the Secretary or a member of the Board.

## **24. Altering the Rules**

24.1. The Society may alter or replace the Purposes of the Society in these Rules at a Society Meeting by a resolution passed by a three quarters majority of those Members present and voting.

24.2. The Society may alter or replace all other Rules at a Society Meeting by a resolution passed by a majority of those Members present and voting.

24.3. Any proposed motion to alter or replace these Purposes of the Society shall be signed by at least 25% of eligible Members and given in writing to the Secretary (or the Board's nominee) at least 21 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.

24.4. Any proposed motion to alter or replace any other rule of the Society shall be given in writing by the Member to the Secretary (or the Board's nominee) at least 21 days before the Society Meeting accompanied by a written explanation of the reasons for the proposal.

24.5. At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

24.6. When a Rule change is approved by a Society Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **25. Winding Up**

25.1. If the Society is wound up: The Society's debts, costs and liabilities shall be paid;

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

- a) By resolution; or
- b) According to the provisions in the Incorporated Societies Act 1908; but
- c) No distribution may be made to any Member;

25.3. The surplus Money and Other Assets shall be distributed to any entity with Charitable Status and purposes consistent with those of the Society

## **26. Definitions and Miscellaneous matters**

26.1. In these Rules:

- a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- d) "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.
- e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- f) It is assumed that
  - i) Where a masculine is used, the feminine is included
  - ii) Where the singular is used, plural forms of the noun are also inferred
  - iii) Headings are a matter of reference and not a part of the rules
  - iv) Matters not covered in these rules shall be decided upon by the Board.