



CONSTITUTION
of the
ROYAL FOREST AND BIRD PROTECTION SOCIETY OF NEW ZEALAND INCORPORATED
Incorporated under the Incorporated Societies Act, 1908 ("the Act")
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NAME

1. The name of the Society is the "ROYAL FOREST AND BIRD PROTECTION SOCIETY OF NEW ZEALAND INCORPORATED" (in these Rules referred to as "the Society").
2. The main purpose of the Society shall be:

To take all reasonable steps within the power of the Society for the preservation and protection of the indigenous flora and fauna and the natural features of New Zealand.

POWERS

3. (1) To achieve this purpose the Society may:
 - (a) Accept and administer any gift;
 - (b) Purchase, take or lease or in exchange or hire or otherwise acquire any property and any rights or privileges and to sell, exchange, mortgage, let on bail or lease with or without option of purchase or in any manner dispose of any such property or rights;
 - (c) Borrow or otherwise raise money;
 - (d) Invest any moneys of the Society in accordance with the law;
 - (e) Make public any information that is desirable for achieving its purpose;
 - (f) Give recognition to individuals and organisations that achieve the purpose of the Society;
 - (g) Employ people;
 - (h) Establish and manage facilities and reserves for the enjoyment and protection of nature; or
 - (i) Carry on any business consistent with the Purpose.
- (2) Notwithstanding any other provision the Society will only use its money to further the purpose of the Society.

OFFICE

4. (1) The registered office of the Society shall be at 205 Victoria Street Wellington, or at such other place as shall from time to time be determined by resolution of the Board.
- (2) In accordance with the provisions of Section 18(2) of the Incorporated Societies Act 1908, the Chief Executive shall notify the Registrar in writing of any change in the situation of the registered office.
- (3) In accordance with section 40 of the Charities Act 2005, the Chief Executive shall notify the Charities Commission Chief Executive of any change to the address for service of the Society.

MEMBERSHIP

5. (1) The Society shall consist of an unlimited number of members (“Members”). Any person supporting the Purpose of the Society is eligible to apply for membership. Members have rights and responsibilities as set out in this constitution. All Members shall promote the Purpose of the Society so that its reputation and standing is enhanced.
- (2) Classes of membership and membership fees shall be determined from time to time by the Board.
- (3) Each Member is entitled to be affiliated to a Branch.
- (4) Every applicant for membership shall be accepted unless referred to and declined by the Board. If the application is declined the subscription tendered by the applicant shall immediately be refunded. It shall not be necessary to give any reason for declining the application.
- (5) Any Member may resign from the Society by giving one month's notice in writing.
- (6) Any Member whose subscription is in arrears and who continues to be in arrears after six calendar months shall from such date cease to be a Member of the Society.
- (7) The Board may cancel a person’s membership and prevent them from re-joining the Society, except on terms satisfactory to it, if that Member:
 - (a) Breaches this Constitution or any regulations made under it; or
 - (b) Acts in opposition to the purposes of the Society; or
 - (c) Acts in any manner which would make it undesirable in the opinion of the Board that they should continue to be a Member.
- (8) Prior to cancelling a person’s membership, the Member shall have the right to appear before the Board for the purpose of explaining their conduct.

- (9) The Society shall keep a register of Members (“the Register”), which shall contain the name and address of each Member, and the date they became a Member. Information in the Register shall not be released to any other person or organisation except as required by law or agreed by the Board.

BRANCHES AND NETWORKS

6. (1) (a) The Branch is the basic organisational unit of the Society, and is constituted of a group of persons, in a defined geographic area, that has sufficient sense of identity and community to be able to work together to achieve the purpose of the Society. Branches are represented on the Council of the Society.
- (b) A Network is a group that constitutes around issues at a local, regional or national level.
- (2) Branches and Networks shall promote the Purpose of the Society through undertaking projects, advocacy, campaigns, and other activities within its area of interest and, as appropriate, in association with other Members, Branches, Society staff and local communities.
- (3) Branches and Networks are accountable to the Society’s Council and Board and shall operate in a way that enhances the reputation and standing of the Society.
- (4) Each Member shall be affiliated to their local Branch, except as requested by a Member who may wish to affiliate to another Branch, and may also belong to one or more Networks.
- (5) (a) Branches of the Society, and the area of the Branch may be established or disestablished in such places as the Board shall from time to time determine.
- (b) Networks may be established or disestablished by the Board.
- (6) (a) Each Branch shall be administered by a committee which shall consist of a Chairperson, Secretary, Treasurer and such further members as may be decided by the Branch members all of whom shall be elected at the Annual Meeting of the Branch or subsequently co-opted by the committee. Where a Branch has an active Kiwi Conservation Club, the Branch Committee shall include a member designated to represent the KCC members. In the event of any vacancy on the committee the Branch Committee may fill such vacancy for the unexpired term of office. All committee members must be Members of the Society.
- (b) Networks may administer themselves in a manner to be agreed by the Board on their establishment.
- (7) The Secretary of each Branch shall forward to the Chief Executive a copy of all Branch Minutes, and a copy of the Branch Annual Report, including a KCC Report, and reviewed or audited Balance Sheet and Accounts at the date required by the Society.
- (8) A formula for Branch funding from central office will be determined from time to time by the Board.

- (9) Branches may raise and utilise funds on behalf of the Society, for uses consistent with the Purpose of the Society. Branches may only use funds within their control and may not enter into any financial obligations or risks beyond the funds under their control.
- (10) Branches and Networks may not employ people. The contracting of services is not permitted except as approved by the Board.
- (11) Where a Branch or Branch Committee is in breach of any of the obligations set out in this Constitution or any regulations made under it, the Board may become involved with Branch and/or Branch Committee activities to ensure that the breach is remedied.
- (12) The Board may revoke a Member's position on a Branch Committee and prevent them from being re-elected to the Branch Committee, if that Member:
 - (a) Breaches this Constitution or any regulations or policies made under it; or
 - (b) Acts in opposition to the purposes of the Society; or
 - (c) Acts in any manner which would make it undesirable in the opinion of the Board that they should continue to be a Branch Committee member.
- (13) Prior to revoking a Member's position on a Branch Committee, the Member shall have the right to appear before the Board for the purposes of explaining their conduct.

COUNCIL

7. (1) The Council is the representative body of the Society and exercises governance through the election of the Board and establishment of policy. The Council may exercise all the powers of the Society not expressly required by this Constitution to be exercised by the Society in General Meeting.
- (2) There shall be a Council of the Society (in this Constitution referred to as "the Council") which shall consist of –

The Board and:

- a) Up to one member appointed by the members of each Branch that has a membership of up to 1000; and
 - b) Up to two members appointed by members of each branch that has a membership of more than 1000; and
 - c) Up to five ordinary Members of the Society elected from the membership by a means to be determined by the Board; and
 - d) Up to two Kiwi Conservation Club representatives; by a means to be determined by the Board.
- (3) For the purposes of rule 7(2)(a) and (b), membership shall be determined by the number of financial Members on the Register of Members as at the end of the financial year in respect of all meetings of the Council during the year succeeding that date.
 - (4) In the event of a new President being appointed, the immediate past- President shall be a member of the Council for the following 12 months.

- (5) Council members shall be 18 years of age or older and must be Members of the Society.
- (6) Once appointed Council members shall hold office until the following Council meeting.
- (7) Notification of the names of appointees on the Council shall be made at least two months before the date of the next Council meeting.

PROCEEDINGS

8. (1) At the first meeting of the Council after the Annual General Meeting in each even numbered year the Council will before proceeding to any other business elect the following -
 - (a) The President;
 - (b) The Deputy President;
 - (c) The Treasurer; and
 - (d) Half the members of the Board (other than ex-officio members).
Such Board members shall take office immediately upon their election, and the President, Deputy President, National Treasurer and Board members shall hold office until their successors are elected in the next even numbered year.
- (2) At the first meeting of the Council after the Annual General Meeting in each odd numbered year the Council will before proceeding to any other business elect the following -
 - (a) The half of the Board not so elected in the even year. Such Board members shall take Office immediately upon their election and shall hold office until their successors are elected in the next odd numbered year.
- (3) The Council shall ensure that the Board has the adequate range of skills, competencies and expertise across its membership that it considers necessary in order to fulfil the Board's purpose.
- (4) The Council shall have power by resolution recorded in the minutes of its proceedings to regulate its own procedure in a manner consistent with this Constitution.
- (5) The quorum necessary for the transaction of business by the Council may be fixed by the Council and unless so fixed shall be thirty.
- (6)
 - (a) Ordinary meetings of the Council shall be held at least once in each year.
 - (b) A special meeting of the Council may be convened at any time by the President or any twelve members of the Council.
- (7) Remits and other business must be notified to the Chief Executive at least two months before the date of the next Council Meeting, and distributed to the branches six weeks before the said date. Urgent remits for Council notified after the closing date may be considered solely at the discretion of the President.

BOARD

9. (1) There shall be a Board of the Society (in this Constitution referred to as "the Board") which shall consist of –
 - (a) Three officers of the Board - The President, the Deputy President and the Treasurer;
 - (b) Up to six ordinary elected board members and
 - (c) Up to two Board members co-opted in accordance with rule 9(6).
- (2) Board members shall serve for a period of two years, with half of the ordinary Board members elected in any year and the remaining members elected alternating years. The President, the Deputy President and the National Treasurer shall be elected in even years.
- (3)
 - (a) Nominations for the Board shall be in the hands of the Chief Executive at least two months before the date of the Annual General Meeting. Each nomination must be signed by two Councillors and the nominee. Each nomination must be accompanied by some reference to the qualifications of the nominee, and confirmation of their membership in the Society.
 - (b) Nominee's for the Board need not necessarily be members of the Council at the time of nomination or at the time of election. Persons nominated for election as officers must qualify under section 16 of the Charities Act 2005.
 - (c) The Chief Executive shall forward to all members of the Council and to all Branches details of all nominations received under rule 9(3)(a) at least 45 days before the date of the Annual General Meeting.
 - (d) In the event of no nominations being received for the Office of President or of Deputy President, the Council shall elect a person who is a member of the Council.
- (4) The Board will govern on behalf of Council the business of the Society and take such action as may be necessary in accordance with the Constitution and policies or decisions from time to time laid down by the Council.
- (5) The Board shall have power to fill casual vacancies in its number.
- (6) The Board may, at any time, co-opt up to two additional persons if it considers it lacks necessary expertise or experience, or geographic representation to fulfil its role. Co-opted members must be Members of the Society and approved by 75% of the Board. The appointment of such persons will be ratified by the Council at the first opportunity. Co-opted members may serve a two year term from the date of ratification by the Council. Co-opted members are not eligible to be Council members.

THE PRESIDENT

10. (1) There shall be a President of the Society ("the President") who shall be elected as provided in this constitution.
- (2) The President shall be the official head of the Society and, when present, shall preside as Chairperson at all meetings of the Council and the Board. In the absence of the President and Deputy President, the Council shall elect one of their number to preside at its meeting.

THE DEPUTY PRESIDENT

11. There shall be a Deputy President who shall be elected as provided for in in this constitution and in the absence or incapacity of the President shall exercise all those duties and privileges normally exercised by the President.

THE TREASURER

12. (1) There shall be a Treasurer of the Society who shall be elected to the Board as provided for in this Constitution.
- (2) The Treasurer shall advise and guide the Board and Council in matters of financial process and accountability of the Society.

DISTINGUISHED LIFE MEMBERS

13. (1) Distinguished Life Members may be appointed by Council to recognise distinguished service to the Society and nature conservation, and be accorded with such privileges as agreed by the Council including entitlement to free membership, to receive Council Minutes, to speak at Council but not to vote.
- (2) Distinguished Life Members shall only be appointed if the Board recommends that nominations go forward for consideration by the Council.
- (3) Honorary members may be appointed by the Board to recognise significant achievements or contributions of persons towards the Purpose of the Society, whether those persons are members of the Society or not. In making such appointments, the Board may accord such privileges as set down by the Council.

THE CHIEF EXECUTIVE

14. (1) The Board shall employ a Chief Executive on such terms and at such remuneration, as the Board shall decide.
- (2) The Chief Executive shall not be a member of the Council or the Board. The Chief Executive shall perform all the duties usual and appropriate to the office, including the employment and management of employees of the Society, and shall attend to all the instructions of the Board.
- (3) The Chief Executive must qualify under section 16 of the Charities Act 2005.

- (4) The Chief Executive may attend all open meetings of the Society.

AUDITOR

15. (1) An Auditor or Auditors shall be appointed at each Annual General Meeting.
- (2) An Auditor may be a Member of the Society but shall not be a member of the Board or Council.

MEETINGS

16. (1) The Annual General Meeting of the Society shall be held prior to the thirtieth day of June in each year at a time and place to be fixed by the Board.
- (2) (a) A Special General Meeting of the Society may be called at any time by the Board and shall be called upon the written request of the President, or 50% of members of the Council, or 5% of Members of the Society. Such requests must specify the matters to be considered at the meeting, and must take place within two months of the notice being given.
- (b) Members unable to attend a Special General Meeting may transmit to the President their views upon any proposal to be submitted to such meeting and such views shall be presented to such meeting before a vote is taken on the proposal.
- (3) Notice of every General Meeting shall be given to every Member not less than one month before the meeting stating the business to be transacted at that meeting.
- (4) Every notice to Members required under this Constitution (and in particular notice of any General Meeting) shall be sent to them at their recorded physical or email address, or be given by advertisement.
- (5) No business except business of which notice has been given or other business that the Chairperson has permitted shall be considered at any General Meeting.
- (6) Before any business can be transacted there must be a quorum of forty Members. Unless a quorum is present within thirty minutes after the time at which the meeting was notified to commence it shall be deemed to have lapsed.
- (7) Any duly constituted meeting shall have power to adjourn the proceedings from time to time to any time fixed by the meeting.
- (8) The ruling of the President, or other duly appointed Chairperson, shall be final on all questions of order, procedure and interpretation of this Constitution which may arise at any meeting.

VOTING

COUNCIL AND GENERAL MEETING VOTING

17. (1) Simple majority voting shall be used in all decision making.
- (2) When any business is put to the vote, at any meeting of the Council or General Meeting, such Vote will be a show of hands unless:
 - (a) the vote relates to the appointment of President, Deputy President, Treasurer or Board members; or
 - (b) three Members or more request a secret ballot – in which case the vote will be a secret ballot.
- (3) At Council meetings each Councillor shall have one vote, and if also holding proxy votes from other branches may also present these. A maximum of one proxy vote per member or Councillor is allowed, and must be registered with the President in advance of the meeting. No more than 10% of votes may be by proxy, with priority given on order of registry.
- (4) Each Member over the age of 18 and participating in the meeting may have one vote in a General Meeting.
- (5) No proxy votes are to be allowed in General Meetings.

SEAL

18. The Society shall have a common seal which shall be kept in the custody of the Chief Executive. Whenever the common seal of the Society is required to be affixed to any deed document or other instrument the seal shall be affixed pursuant to a resolution of the Board by either a member of the Board or a senior member of the Society's staff who has been approved by the Board to affix the seal or such combination as the circumstances require. The persons so affixing the seal shall at the same time sign the deed document or other instrument to which the seal is so affixed.

LEGAL PROCEEDINGS

19. No legal proceedings shall be commenced or joined by or on behalf of the Society unless the same shall have been authorised by resolution of the Board. Legal proceedings include proceedings in the Environment Court, District Court, High Court, Court of Appeal, Supreme Court and any other Court of Record, and includes Board of Enquiry under Part 6AA of the Resource Management Act 1991. The Chief Executive Officer may authorise the Society to join any proceedings, although this requires retrospective approval by the Board, which shall be obtained without delay.

FINANCE

20. The Chief Executive shall file an annual return with the Charities Commission in accordance with sections 41 and 42 of the Charities Act 2005.

ANNUAL FINANCIAL STATEMENT

21. (1) The Chief Executive shall at such time as the Registrar shall require in each year deliver to the Registrar an annual financial statement pursuant to the requirements of Section 23 of the Act.
- (2) Prior to its transmission to the Registrar the statement shall be submitted to the Board and when transmitted it shall be accompanied by a certificate signed by some officer of the Society to the effect that the statement has been submitted to and approved by the Members of the Society at a General Meeting.
- (3) In accordance with section 40 of the Charities Act 2005, the Chief Executive shall notify the Charities Commission of any changes referred to in that section.

ALTERATION OF CONSTITUTION

22. (1) This Constitution may be altered by way of repeal, amendment, addition, or otherwise by resolution of the Council and by a resolution passed by a two-thirds majority of the Members in a General Meeting. No alteration is permissible that would jeopardise the Society's charitable status.
- (2) Notice setting out clearly the nature of every proposed alteration to this Constitution intended to be moved at a General Meeting shall be lodged with the Chief Executive not later than two months before the date fixed for such meeting.
- (3) Every alteration to this Constitution shall be delivered to the Registrar in accordance with the requirements of Section 21 of the Act.
- (4) In accordance with section 40 of the Charities Act 2005, the Chief Executive shall notify the Charities Commission of any changes referred to in that section.

INDEMNITY OF OFFICERS

23. All Society Officers shall be indemnified by the Society from all losses, damages and expenses (other than such as may arise out of the death of such officer or legal costs incurred by them in or about the discharge of their respective duties, except that which happens as a result of own respective neglect or act contrary to the Constitution of the Society).

POWER TO MAKE REGULATIONS ETC

24. The Council shall have the power to make such regulations it considers necessary for the purpose of implementing this Constitution and for the well-being of the Society. Such regulations shall be consistent with this Constitution.

MATTERS UNPROVIDED FOR

25. If any question shall arise concerning any matter not provided for in this Constitution, the decision of the Council shall be final.

OPERATION OF CONSTITUTION

26. (1) Upon registration of this Constitution by the Registrar the same shall come into operation immediately upon adoption by the Society.
- (2) All amendments to the Constitution approved at a General Meeting shall be operative immediately following that meeting, save that Councillors appointed under the previous Constitution shall hold office for the next or reconvened Council meeting.

MISCELLANEOUS

27. Any non-employee Officer of the Society who shall become bankrupt or be convicted of an indictable offence shall immediately vacate their office. For any employee of the Society who shall be convicted of an indictable offense the matter is referred to the Chief Executive to determine appropriate action.

LIQUIDATION AND DISSOLUTION OF SOCIETY

28. (1) If a resolution is made at a General Meeting to put the Society into liquidation this shall be done in accordance with the provisions of Section 24 of the Act.
- (2) In the event of liquidation of the Society or dissolution by the Registrar the assets shall, subject to any trust affecting the same, after payment of all costs, debts and liabilities, be transferred to a charitable society or institution in New Zealand with a similar purpose to the Society or institution or to a charitable society or institution to be held for the same purpose as those of the Society.

CHARITABLE PURPOSES AND PAYMENT TO MEMBERS

29. Nothing in this Constitution shall permit the Society to allow its funds to be used for the pecuniary gain of any Member or Officer of the Society or person associated with a Member or Officer of the Society other than remuneration of reasonable payments made for services rendered to the Society and payments made in the ordinary course of employment.

INTERPRETATION

30. In this Constitution [except where a different intention appears] -

"Act" means the Incorporated Societies Act 1908.

"New Zealand" means the islands making up the landmass of New Zealand and the Extended Economic Zone and the waters contained within.

"Officer of the Society" means the President, Deputy President, any member of the Council, any member of the Board, and any employee of the Society.

“Person” means a natural person, a corporation sole, and a body of persons (whether corporate or unincorporate).

"The Registrar" means the Registrar of Incorporated Societies