



Constitution

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:

To promote awareness & interest in amphibians and reptiles and their conservation.

To encourage the study of New Zealand’s own species.

To encourage the captive keeping and breeding of New Zealand herpetofauna.

To supply information and support to members holding such exotic reptiles and amphibians as may be legally kept in New Zealand.

3 Membership

3.1 Any person or body or organisation whether corporate or incorporate having first completed a form of enrolment approved by the Management Committee and having paid the subscription for the **current** year shall be a member of the Society.

3.2 Application for membership of the Society shall imply an agreement to abide by the constitution 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 members of the Management Committee in conjunction with other current committee members may call on such member to show just cause why he/she should not be expelled from the Society.

3.4.1 The decision of the majority of the whole Committee shall be final, except that the member may appeal the decision in writing to the Management Committee within 28 days of being advised of such decision.

3.4.2 In the case where an appeal is made, the matter shall be referred to a Special General meeting of members convened in accordance with clause 8.1.3 of this Constitution. The member and the Management Committee shall be entitled to appear at such meeting, where a majority of the members present shall be required to uphold the Management Committee’s decision.

- 3.5 Membership Privileges include: Three publications of newsletter – “Moko” annually, discounted books, free listing for the relocation of indigenous NZ animals, access to the ‘Members’ Only’ section of the web forum, access to library data and free entry to the National Annual Meetings.
- 3.6 Membership categories shall include:
- 3.6.1 Full Individual Membership: This category has full voting rights, privileges and benefits.
- 3.6.2 Family Membership: This category has the same privileges and benefits as 3.6.1 but only one voting right, one set of Mokos, and one access code to the web for a nuclear family of one household.
- 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 committee. It has membership privileges, voting rights, and membership benefits, but no annual fees.
- 3.6.5 *Library membership*: This category has membership privileges and benefits but no voting rights.
- 3.6.6 *Associate Library membership*: This category has membership privileges but not voting rights nor membership benefits.
- 3.6.7 *Associate Life membership*: This category has membership privileges but not voting rights nor membership benefits and is conferred at the discretion of the NZHS.

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 1st of September each year will be deemed to have lapsed.
- 4.3 New membership fees shall be at the stated rate for the year until the end of February when any paid up new members from that time will be encouraged to take up their membership at the commencement of the next year.

5. Management

- 5.1 The affairs of the Society shall be managed by a committee of not less than four current financial members. This group shall be known as the NZHS Management Committee:

The Management committee shall comprise-
President
Secretary
Treasurer
Editor of “Moko”

- 5.2 The Management Committee will be elected at the Annual General Meeting. The 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 or a committee member, duly authorised by the Management Committee, shall have the authority to make official statements to the news media or any other organisation or person on behalf of the NZHS.
- 5.7 A webmaster shall be appointed by the Management Committee and this person shall undertake the duties that comprise the maintenance and update of the NZHS official internet website. The webmaster shall operate the website in full consultation with the management committee or it's duly appointed website sub-committee.

6. Elections

- 6.1 Nominations for the position of president, secretary, treasurer, editor and up to 5 committee persons 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 fully paid up financial 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, with members being advised not less than 20 days before the voting day. Such election shall be by postal or electronic vote, on the prescribed form. Voting papers shall be returned to the Secretary by post or by electronic mail prior to the Annual General Meeting. The votes shall be counted by two scrutineers appointed from those members present at the Annual General meeting.

- 6.4 Every family-full member and student member shall have one vote. Any body or organisation 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 three individuals or by forty percent of the persons present who are entitled to vote.

7. Disqualification of Committee members

- 7.1 The position of any committee member shall be vacated if they:
 - 7.1.1 Cease to be a member of the Society, by way of resignation in writing to the Secretary, or by lapsing their membership.
 - 7.1.2 In the opinion of three of the Management committee and the majority 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 an 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 three Management committee members plus five members who can be considered present by their actual physical presence or via video or other electronic conferencing method.

8.1.5 At ordinary committee meetings and meetings of the Management Committee not less than three Management Committee members by electronic means or in person are required for a quorum.

8.1.6 At all meetings of committees and members of the Society, duly recognized formal 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 and signed by the member making the appointment. Such notice shall specify the meeting for which the Proxy is being made for, whether it is specific or non-specific. In the case of a specific proxy, the non-attending member of the society shall state how their proxy shall be voted. A proxy must be registered in writing to the member who is acting as Chairman of the meeting for which the proxy is to be used. It shall be received at the postal address of the society not less than 48 hours before the time appointed for holding of the meeting for which it is to be used.

8.2.3 No proxy shall be valid unless a copy of the notice of appointment is registered with the Secretary, at a duly designated date 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 the 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 an Extraordinary Meeting called for that purpose.
Retained as is
- 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 Providing that an advanced approval for specific expenditure has been approved by the Management committee, 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 by Moko, a letter, or by electronic means 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.