

Rules of Bay of Islands Maritime Park Incorporated

NAME AND ADDRESS

1. The name of this Society shall be “Bay of Islands Maritime Park Incorporated”.
2. The Society became incorporated under the Incorporated Societies Act 1908 on 21 September 2007.
3. The registered office of the Society is 15 Pukewhau Rd, Opito Bay, RD1, Kerikeri 0294; and its postal address is PO Box 793, Kerikeri 0245.

VISION

4. Waking up with brimming biodiversity. Native naturally!

MISSION

5. Restoring native life on land, freshwater and sea. Dream by dream.

PURPOSES

6. Bay of Islands Maritime Park Incorporated (‘the Society’) exists in order to enable expression of the aspirations of its Members around the following Objectives:
 - a) To preserve and enhance the indigenous marine flora and fauna and their habitats and ecological communities in the Bay of Islands, and to protect and restore areas of significant habitat for indigenous flora and fauna associated with the catchments of the Bay of Islands.
 - b) To protect and enhance the quality of both the marine and catchment waters of the Bay of Islands.
 - c) To protect and restore the natural character of the coastal environment and catchments of the Bay of Islands and to enhance public appreciation of it.
 - d) To express the principle of kaitiakitanga over the marine environment, coastal environment and catchments of the Bay of Islands, and to assist in maintaining the culture and traditions of Maori associated with these areas.
 - e) To identify existing information, and to advocate for research where necessary, in order to implement these Objectives and to evaluate their effectiveness.
 - f) To engage in scientific study of marine and catchment life and associated habitats within the wider Bay of Islands whilst supporting and encouraging such study by others.
 - g) To actively promote to the general public, and to those agencies with responsibilities affecting the Bay of Islands, awareness of the significance and role of healthily functioning indigenous ecosystems.
 - h) To encourage management strategies designed to enhance the quality of the recreational and customary fishing experience in the Bay of Islands.
7. The Society shall have the power to do all such things as are incidental or conducive to the attainment of the above Objectives. Without limiting the generality of the above power, the Society may:
 - a) Liaise and consider ideas, suggestions and problems submitted by individuals or organisations and help and advise when requested;

- b) Consult and co-operate with individuals, local organisations, and public bodies, and participate in planning, inauguration and execution of projects connected with the above Objectives;
- c) Publish and distribute pamphlets or newsletters to Members of the Society or to non-members;
- d) Purchase, receive by donation, gift, lease or loan or otherwise acquire any real or personal property;
- e) Sell, lease, give, lend or otherwise dispose of any money or real or personal property of the Society;
- f) Borrow and raise money on such terms as the Society may decide;
- g) Participate in any proceedings before any local authority, tribunal, court or any other body to further the Objectives of the Society;
- h) Promote and support legislation and make submissions furthering the Objectives of the Society to the Government, to local authorities, or private bodies or corporations statutory or otherwise, and to oppose any legislation or other measures which may be contrary to the Objectives of the Society;
- i) Notwithstanding anything expressed or implied in these Rules, the activities of the organisation shall not be carried out for the personal pecuniary profit or benefit of any Member or other individual.

MANAGEMENT OF THE SOCIETY

~~8. Structure~~

- ~~a) The Society will comprise a Governance Committee plus two Portfolios, Catchment and Marine.~~

~~9. Officers~~

- ~~a) Governance Committee Officers:

 - ~~i) The Chair person, Finance Director, Treasurer, and one representative of each of the Catchment and Marine Portfolios, elected at the Annual General Meeting (AGM) or a Special General Meeting (SGM). One of the Catchment or Marine Portfolio representatives will be elected Secretary.~~
 - ~~ii) One Kaumatua, and one or two Additional Governance Officers as needed, may be appointed by consent of the elected Governance Committee.~~~~
- ~~b) Catchment and Marine Portfolio Officers:

 - ~~i) The Team Leader of each of the Catchment and Marine Portfolios, elected at an AGM or SGM.~~
 - ~~ii) Up to three Additional Team Members for each Portfolio, elected at an AGM or SGM.~~~~
- ~~c) Only Members of the Society may be elected or appointed as Officers.~~
- ~~d) The term of elected Officers is one year. Retiring Officers shall be eligible for re-election.~~

8. Structure

- a) The Society will operate a co-governance structure with the majority of the Society's business being conducted within two Semi-Committees working in parallel (one for marine matters and the other for catchment matters).

9. Officers

- a) Only Members of the Society may be elected or appointed as Officers.
- b) The Office-Bearers to be elected at the Annual General Meeting of the Society (AGM), or a Special General Meeting (SGM), shall be a Co-Chair (Marine), a Co-Chair (Catchment), a Co-Secretary (Marine), a Co-Secretary (Catchment), and a Treasurer.
- c) Office-bearer roles may be job-shared by the acceptance of joint nominations through the election of Officers at that meeting.
- d) Up to three ordinary Officers (or 'Committee Members') for each of the two Semi-Committees may be nominated and elected at the AGM.
- e) Supplementary Committee Members may be nominated and elected at notified meetings of the Marine and Catchment Semi-Committees if and when required.
- f) Elected Officers shall serve for one year. Retiring Officers shall be eligible for re-election.
- g) The Co-Chairs shall share between them the role and duties of Chair of the Society.

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10. Nomination of Officers

- a) Nominations for Officers ~~of the Governance Committee and Catchment and Marine Portfolios~~ shall be called for at least 28 days before an AGM or SGM. Each candidate shall be proposed and seconded in writing by Members of the Society and their nomination delivered to the Secretary at least five days before any AGM or SGM.
- b) If the position of any elected Officer becomes vacant between AGM or SGM, the respective Co-Chair Governance Committee or Portfolio Officers may appoint another Society Member to fulfil that position until the next AGM or SGM.

11. Cessation of Officers

- a) Persons cease to be elected ~~Governance Committee or Portfolio~~ Officers when:
 - i) They resign by giving written notice to the Governance Committee or the relevant Co-Chair relevant Portfolio Team Leader.
 - ii) They are removed by majority vote of the Society at a Society meeting.
 - iii) Their term expires.
- b) If a person ceases to be an ~~Governance Committee or Portfolio~~ Officer, that person must within one month return to the Society all Society documents and property.

12. Role of the ~~Governance Committee and~~ Marine and Catchment ~~Semi-Committees~~ Portfolios

- a) ~~Role of Governance Committee~~
 - i) ~~Co-ordinate and manage the Purposes of the Society.~~
 - ii) ~~Stretch the Society vision and strategic direction.~~
 - iii) ~~Ensure the Society is adequately resourced (money and people) to carry out its Purposes.~~
 - iv) ~~Manage the Society's financial affairs.~~
 - v) ~~Develop strategic alliances to enable and support achievement of the Society's Purposes.~~
 - vi) ~~Determine priorities and make decisions in a manner true to Vision, Mission and Purposes.~~
 - vii) ~~Ensure the Society's structures and processes are fit for purpose.~~

~~iii) Delegate responsibilities to the two Portfolios and work with them to support the Purposes of the Society.~~

~~b) a) Role-Coordinate and manage the Purposes of the Society of the Catchment and Marine Portfolios~~

- ~~i) Co-ordinate and manage campaigns and projects according to the Society's protocols.~~
- ~~ii) Manage approved budgets according to the Society's protocols.~~
- ~~iii) Participate in ensuring the Society realises its aspirations.~~

~~e) b) Within 12 weeks of being appointed, Officers of the Governance Committee and the two Semi-Committees Portfolios will develop and agree upon Operating Protocols which address:~~

- ~~i) Communication processes within and between the Governance Committee and the two Semi-Committees Portfolios.~~
- ~~ii) Procedures to determine priorities and coordination in lodging applications for funding.~~
- ~~iii) Procedures for financial recording and reporting to funders, Society Members and Charities Services.~~
- ~~iv) Authority to represent or speak on behalf of defined aspects of the business of the Society.~~
- ~~iv)~~

~~d) c) During the year Officers of the Governance Committee and the two Portfolios will direct the proceedings of the Society, and subject to these Rules, each Semi-Committee of these three groups will make their own arrangements for conduct of business, deciding the time and place of meetings, and filling any vacancy.~~

~~e) d) Subject to the restrictions and directions of a General Meeting, Officers of the Governance Committee and the two Portfolios will use, control and apply the resources of the Society to manage the affairs of the Society in accordance with its Purposes and to support its projects and campaigns.~~

~~f) e) Job descriptions for all roles in the Society (set out in the appended organisational structure) shall be approved by consent of the respective Semi-Committee Co-Chair-Catchment and Marine Portfolio Officers.~~

13. Meetings

- a) The Annual General Meeting shall be held within six months of the end of the financial year.
- b) A Special General Meeting may be called by any two elected Officers ~~of the Governance Committee or by a Portfolio Team Leader~~, or by request of any ten Members, for special business which must be set out in the request or in the notice of the meeting, and no other business may be transacted at such a Special General Meeting. All Members shall be notified by post or email no ~~fewer less~~ than ten days before such a meeting.
- c) The ~~Governance Committee shall meet at least four times a year, and the~~ Marine and Catchment ~~Semi-Committees shall meet Portfolios~~ at least ~~four six~~ times a year each.
- d) All decisions of the ~~Semi-Committees Governance Committee and the Portfolios~~ shall be by majority vote of elected Officers.
- e) A quorum for the ~~Governance Committee is three elected Officers with one being from either the Catchment or Marine Portfolios, and for each of the~~ Catchment and Marine ~~Semi-Committees will be Portfolios~~ three elected Officers.

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SOCIETY MEMBERSHIP

14. Membership shall consist of all persons and organisations willing to participate in the activities of the Society after completing a membership application form and on payment of an annual subscription.
15. Membership categories for individuals, families and organisations will be determined as required at any AGM.
16. Only financial Members will be eligible to vote at any meeting of the Society. The Secretary will hold the Register of Members.
17. No Member or person associated with a Member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage, except if that benefit or advantage is derived from:
 - a) Professional services to the organisation rendered in the course of business and charged at a rate no greater than the market rate; or
 - b) Interest on money lent at a rate no greater than the current market rate.
18. The Society shall also have the powers to be exercised in a General Meeting to expel any Member for misconduct or any activities which in the opinion of a majority of the elected Officers of the Society are detrimental to the interest or Objectives of the Society. The Member concerned will be notified in writing.

MONEY AND OTHER ASSETS OF THE SOCIETY

19. The financial year shall end on the 31st of March each year.
20. The rates for membership subscriptions are to be determined at the AGM. Subscriptions shall be due at the beginning of each financial year. Subscriptions must be paid at or prior to a General Meeting for a Member to vote at that meeting.
21. Funds of the Society shall be deposited at any such bank as the elected Officers of the Society may from time to time determine.
 - a) The accounts of the Society shall be operated by the ~~Co-Chairs~~ ~~person~~, ~~Finance Director~~, Treasurer, ~~and~~ ~~Secretary~~ ~~and Portfolio Team Leaders~~.
 - b) ~~Five~~ ~~Three~~ signatories (the Treasurer, ~~and the~~ ~~Co-Chairs~~ ~~and Secretaries~~ ~~Portfolio Team Leaders~~) shall be registered to operate the Society accounts. Any two of these ~~five~~ ~~three~~ signatures shall be required for any transaction.
 - c) The Treasurer and ~~Co-Chairs~~ ~~Finance Director~~ shall be responsible for investment of funds ~~approved by the Governance Committee~~.
23. The annual Statement of Accounts and Balance Sheet shall be prepared by a suitably qualified and experienced person. An audited Statement of Accounts and Balance Sheet shall be prepared and submitted upon request by a funding agency or upon request from a statutory organisation.
24. The Society may employ or contract people or organisations for the Purposes of the Society.

CONDUCT OF GENERAL MEETINGS

25. At any General Meeting ~~one of the Co-Chairs~~ (or in their absence another elected Officer ~~of the Governance Committee~~) will preside.

26. Each Member shall have a vote.

27. Method of voting shall be by show of hands, or if the Chair or any three Members shall require, by ballot, for which purposes a Returning Officer and Scrutineer shall be appointed by the meeting.

28. Any motion put to the vote will be considered to have been carried provided that no fewer than 75% of the votes are in favour of the said motion.

29. Ten Members present shall constitute a quorum at any General Meeting of the Society.

COMMON SEAL

~~30.~~ All documents to which the Common Seal of the Society is affixed shall be sufficiently executed by the Society if signed by any two Officers. The Common Seal shall remain in the custody of the Secretary.

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AMENDMENTS TO THE RULES

31. The Rules may be altered, added to or rescinded at an AGM or at a SGM. Any proposed alteration must be submitted in writing to ~~a Co-Chair the Governance Committee or the Secretary~~ of the Society no fewer than 28 days before such a meeting and be signed by at least two Members. All Members shall be notified of such proposed alteration by post or email not less than ten days before such a meeting.
32. Amendments to the Rules which do not promote the Objectives of the Society, or are in conflict with its Objectives, or affect the pecuniary profit clause or the intent of the winding-up clause, shall not be considered.

WINDING UP OF THE SOCIETY

33. Were the Society to be wound up (voluntarily or otherwise), once all liabilities are met, any remaining funds will be donated to another charitable organisation determined by the Society at a General Meeting. The receiving organisation should be one whose objectives are not in conflict with the Society's Objectives.

NOTICE OF MEETING

34. Fourteen days' notice of an AGM and ten days' notice of a SGM shall be given to Members by:
 - a) A circular-type notice or newsletter, or
 - b) An advertisement inserted once in a newspaper circulating in the Bay of Islands area, or
 - c) An e-mail.