

The Constitution* of Environment Network Manawatu Incorporated

1 NAME / INGOA

The name of the society is Environment Network Manawatu Incorporated, also known as “ENM”, in this constitution called “the Society”.

2 OBJECTS / WHAINGA

AIM: To promote a network of collective community action to realise a vision of an enhanced Manawatu environment.

The objects of the Society will be to:

2.1 Coordinate and communicate the efforts of the member groups to:

2.1.1 actively protect, maintain, restore and enhance the environment of the Manawatu;

2.1.2 promote ideas to the wider community to encourage them to participate in environmental projects;

2.1.3 develop concerted long-term plans of action to enhance the environment and actively progress the implementation of these plans;

2.1.4 encourage the provision of “green” areas for passive recreation;

2.1.5 work together to identify, initiate, support, implement and maintain environmental projects that benefit the wider community;

2.1.6 initiate, develop, implement and participate in environmental education;

2.2 Advocate for ecological sustainability and matters of agreed environmental significance;

2.3 Act as a central point of access to environmental information;

2.4 Liaise with similar organisations elsewhere in New Zealand and around the world as appropriate, to source and share ideas for environmental projects and issues;

2.5 Work in partnership with Iwi to recognise kaitiakitanga and environmental aims and objectives in common;

2.6 Obtain sponsorship and funding to carry out the charitable objects of the Society;

2.7 Carry out other activities consistent with the charitable objects of the society.

3 ISSUES OF MAORITANGA / TAKE MAORI

The Society will attain its objectives taking into consideration the dual heritage of New Zealand Aotearoa.

4 POWERS / TAKETAKE

The Society will have the following powers:

4.1 To use its funds as the Management Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.

4.2 To purchase, take on, lease, exchange or hire, or otherwise acquire any real or personal property and any rights or privileges which the Management Committee thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.

4.3 To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Management Committee thinks fit.

4.4 To borrow or raise money from time to time, with security and upon such terms as to give priority to the objects of the Society, as the Management Committee thinks fit.

4.5 To carry on any business approved by the Management Committee.

4.6 To do all things as may from time to time be necessary or desirable to give effect to and attain the charitable objects of the Society, which have been approved by the Management Committee.

5 MEMBERSHIP / HUANGA

5.1 Group Members:

Any voluntary, non-profit, group (whether formal or informal) with an interest in the environment of the greater Manawatu area that agrees with the objects of the Society may apply to become a Group Member of the Society. The Management Committee shall consider each application and determine membership by majority vote. Application will be in writing and upon payment of the membership subscription set from time to time by a General Meeting of the Society.

Each Group Member shall appoint a representative to attend and vote at General Meetings and act as the key liaison person between the Group Member and the Society; representatives may also stand for a position on the Management Committee. The appointment may be changed from time to time but no person may represent more than one organisation at any one time. Appointments of representatives need not be in writing but each representative attending a General Meeting shall be required to sign an attendance register indicating the name of the Group Member he/she represents.

5.2 Affiliate Members:

(i) Any person that agrees with the objects of the Society may apply to become an Affiliate Member of the Society. The Management Committee shall consider each application and determine membership by majority vote. Application will be in writing and upon payment of the membership subscription set from time to time by a General Meeting of the Society.

- (ii) Any organisation that agrees with the objects of the Society may apply to become an Affiliate Member of the Society. The Management Committee shall consider each application and determine membership by majority vote. Application will be in writing and upon payment of the membership subscription set from time to time by a General Meeting of the Society.

Affiliate Members will not have representative voting rights (see subclause 6.6).

5.3 A register of members of the Society will be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act 1908 and subsequent enactments. The register shall contain the names, addresses and occupations of members. It will be the responsibility of members to keep the Secretary informed of their contact details.

5.4 Any person may resign membership of the Society by giving oral or written notice to the Secretary. The Secretary will maintain a record of any resignation.

5.5 If a current subscription has not been paid by a member, membership will cease four months after a subscription has lapsed.

5.6 If the conduct of any member or associated person is such as appears to the Management Committee to endanger the character/good order or welfare of the Society, the Management Committee shall meet to enquire into the circumstances of the case. At the meeting the member or person shall be allowed to offer any explanation personally or in writing. The Management Committee shall consider the case and the explanation and make a decision. If two thirds of the Management Committee present vote for the suspension of the member or person, they shall forthwith cease to be actively engaged with the society but will still have any existing liability to the Society. Any member or person so suspended shall have right of appeal to a General Meeting. For the same above reasons, a General Meeting may decide to expel a member or debar any person from engagement with the society.

6 GENERAL MEETINGS / NGA HUI WHANUI

- 6.1 The quorum for a General Meeting will be met if a minimum of four Group Members, but at least 20% of Group Members, have a representative participating in that meeting.
- 6.2 At least 14 days notification of each General Meeting will be given to members at the current address for such members recorded in the register of members. It will be the responsibility of members to keep the office informed of their contact details.
- 6.3 Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on those matters is available from the Management Committee. Full information will be provided concerning any proposed amendments to the constitution or any matter which is the business of a Special General Meeting. Such information will be supplied to any member requesting it.
- 6.4 The General Meeting will be chaired by the current Chairperson of the Management Committee, or in her/his absence the meeting will elect a person to chair the meeting from among the members present. If there are Co-Chairpersons, they shall agree between them who will chair the General Meeting or, in case of disagreement, this shall be decided by a majority vote of the Management Committee.
- 6.5 Each Group Member shall appoint a representative to attend and vote at General Meetings. The appointment may be changed from time to time but no person may represent more than one organisation of the Society at any one time. Appointments of representatives need not be in writing but each representative attending a General Meeting shall be required to sign an attendance register indicating the name of the Group Member he/she represents.
- 6.6 Besides Group Member representatives, ordinary members of Group Members and also affiliate members are eligible to attend General Meetings and to vote, *except that* before a vote is taken a Group Member representative may request that the vote be a "Representative Vote" in which case only Group Member representatives can vote. Additionally, the Chairperson may at his/her discretion rule before putting any motion that it be a Representative Vote.

6.7 Participation in General Meetings may be in person or by electronic means, but ENM has no obligation to make electronic participation available. When electronic participation is available, the tool and time frame adopted must enable full participation in both the discussion and in the voting. Group Member representatives participating in this way will count as part of a quorum. When electronic participation is available, the Management Committee has the authority to decide whether this meets the definition of full participation

6.8 All matters requiring determination will if possible be made by consensus. However, where a consensus decision cannot be reached on a matter, the decision will be made by a majority vote. In the case of a Representative Vote the majority will be of Group Member representatives present.

6.9 Voting will be by a show of hands unless members indicate an alternative preference. If any member requests a secret ballot on any vote or election, a secret ballot will be held.

6.10 The Chairperson may have a deliberative vote, but not a casting vote. If voting is tied, the motion will lapse.

6.11 "General Meeting" refers to both Annual General Meeting and Special General Meeting, unless otherwise specified.

7 ANNUAL GENERAL MEETINGS / NGA HUI A TAU

7.1 The Annual General Meeting will be held annually before 30 November each year.

7.2 The Annual General Meeting will carry out the following business:

7.2.1.1 Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.

7.2.1.2 Receive the Management Committee's report on the activities of the Society over the last year and the proposed annual plan and budget for the Society in the current year.

7.2.1.3 Receive the balance sheet and statement of income and expenditure for the past year and the estimate of income and expenditure for the current year.

7.2.1.4 Elect the officers and other ordinary members of the Management Committee of the Society (see section 9.1).

7.2.1.5 Appoint an auditor of the Society's accounts.

7.2.1.6 Conduct any other business which may properly be brought before the meeting.

8 SPECIAL GENERAL MEETINGS / NGA HUI OHORERE

8.1 Special General Meetings may be called by the Management Committee or by a written request made by a minimum of three Group Members, but at least 10% of Group Members, and delivered to the Secretary. If called by Group Members, the meeting will be held within 28 days of the meeting being requested.

8.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members (see section 6.3).

8.3 At least one Special General Meeting will be held each year, approximately midway between Annual General Meetings, the main purposes being to review implementation of the annual plan and budget to date, and to formulate policies and plans for future operations of the society.

9 MANAGEMENT COMMITTEE / TE KOMITI WHAKAHAERE

9.1 Any member of a Group Member organisation or affiliate member is eligible to stand for a position on the Management Committee, but any nomination must be proposed or seconded by a Group Member representative.

9.2 The Management Committee will be composed of a Chairperson, Secretary, Treasurer (the positions of Secretary and Treasurer may be combined) and no less than 2 ordinary committee members and no more than 6 ordinary committee members.

9.2.1 The Management Committee may also include a Youth Committee Member. The

Youth Committee Member:

9.2.1.1 may either be elected by the membership or be co-opted by the Management Committee:

9.2.1.2 must be between the ages of 16 and 20 at the time of appointment:

9.2.1.3 may complete his or her term regardless of his or her age at its completion;

9.2.1.4 will have full discussion and voting rights, but no person under the age of 18 will be held legally accountable for the actions of the Management Committee:

9.2.1.5 may be appointed in addition to, rather instead of, other Management Committee members, bringing the allowable committee membership to ten persons once the Youth Member position is occupied. However, whenever the Youth Member position is vacant, the maximum size of the Management Committee will remain at nine persons.

The Management Committee will have a mentoring responsibility toward Youth Committee Members until they reach the age of eighteen. The goal of mentoring is to support young people as they continue to develop their capacity for governance and leadership within the environmental sector.

9.2.2 The responsibilities of the Chairperson can be shared. For this purpose, the Group Member representatives at an AGM can choose to elect either a single Chairperson or, where preferred, two Co-Chairpersons. The position of Co-Chairperson will not increase the size of the Management Committee and will replace an ordinary committee member position.

9.3 To ensure the range of its constituencies are represented and core competencies are provided for, the Management Committee will have power to co-opt additional members *such that* the total committee does not exceed the number specified in subclause 9.2 and the number of co-opted members does not exceed the number of elected members. Co-opted committee members shall remain in office until the ensuing Annual General Meeting when they will be eligible to become elected members (if qualifying under subclause 9.1) or to be re-appointment. The Management Committee will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Management Committee or among its named officers until the next Annual General Meeting.

9.4 Elected members of the Management Committee will serve a term of two years so *that* half retire at each Annual General Meeting, but will be eligible for re-election at

the same and subsequent meetings. The retiring elected Management Committee members at the 2011 Annual General Meeting shall be decided by mutual agreement or lot. Newly elected Management Committee members will take office immediately upon their election.

9.5 Nominations for elected positions on the Management Committee, including office-bearers, may be by way of written nomination signed by a Group Member and endorsed with the consent of the nominee and given to the Secretary at least seven days before the day fixed for the Annual General Meeting. If there are insufficient nominations to fill the vacant positions on the Management Committee, oral nominations may be received at the Annual General Meeting (subject to clause 9.1), provided that no one will be elected who has not consented to being nominated.

9.6 The procedure for meetings will be as follows:

9.6.1 A quorum will be at least half of its members but not less than three.

9.6.2 If a member of the Management Committee, including an office-bearer, does not attend three (3) consecutive meetings without leave of absence that member may, at the discretion and on decision of the Management Committee, be removed from the Management Committee.

9.6.3 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.

9.6.4 If the voting is tied, the motion will lapse.

9.6.5 Each meeting will be chaired by the Chairperson or Co-Chairperson of the Society or, in their absence, the Management Committee will elect a person to chair the meeting from among its members. Where there are Co-Chairpersons, the chairing of meetings will generally be agreed by them, with a preference for rotating chairing if each wants this role. In the event of disagreement or uncertainty, a majority vote of the Management Committee will decide which Co-Chairperson will chair at any given Management Committee meeting.

9.7 The Management Committee will meet at least three times every year. Meetings may be held in person or by any other means of communicating as decided on

by the Management Committee from time to time. All members of the Management Committee, including office-bearers, will be given at least five days notice of the meeting by the Secretary, verbally or in writing.

9.8 The Secretary will ensure that a minute book is maintained which is available to any member of the Society and which, for each meeting of the Management Committee, records:

9.8.1 the names of those present;

9.8.2 all decisions which are required by the constitution or by law to be made by the Society; and

9.8.3 any other matters discussed at the meeting.

9.9 The management Committee will conduct a service evaluation survey of members and key stakeholders each year, and report the results to the Annual General Meeting and as required as part of any funding arrangements.

9.10 The Management Committee will at all times be bound by the decisions of General Meetings.

10 INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE OBJECTS / KO NGA RAWA HEI PAINGA MO TE IWI

10.1 Any income, benefit or advantage will be applied to the charitable objects of the Society.

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

10.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

10.4 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

11 POWER TO DELEGATE / TURU TAKETAKE

- 11.1 The Management Committee may from time to time appoint any subcommittee and may delegate any of its powers and duties to any such subcommittee or to any person. The committee or person may without confirmation by the Management Committee exercise or perform the delegated powers or duties in the same way and with the same effect as the Management Committee could itself have done. When desired, the Management Committee may give the subcommittee or person a title to make their authority more transparent to those with whom they interact. This committee or person is required to regularly advise the Management Committee of actions and decisions taken under delegated authority.
- 11.2 Any committee or person to whom the Management Committee has delegated powers or duties will be bound by the charitable terms of the Society and any terms or conditions of the delegation set by the Management Committee.
- 11.3 The Management Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Management Committee.
- 11.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such a delegation is made, to be a member of the Society.

12 FINANCIAL ARRANGEMENTS / WHAKARITE PUTEA

- 12.1 The financial year of the Society will be from 1 July 30 June the following year.
- 12.2 At the first meeting of the Management Committee following each Annual General Meeting, the Management Committee will ensure that there are appropriate policies and procedures in place and action taken to authorise and to govern the following:
- 12.2.1 how money will be received by the Society;
 - 12.2.2 who will be entitled to produce receipts;

12.2.3 what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;

12.2.4 who will be allowed to authorise the payments and the names of payment signatories; and

12.2.5 policy concerning the investment of money by the Society for that financial year to be audited by a person appointed for that purpose.

The decisions will be recorded and the Treasurer will act in accordance with the directions contained in that record.

12.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.

12.4 The Management Committee may arrange for the accounts of the Society for that financial year to be audited by a person appointed for that purpose.

13 NO RESPONSIBILITY FOR LOSS

13.1 No member shall be responsible for any loss to the Society unless the same is attributable to his or her own dishonesty or to the wilful commission or omission by him or her or them of any acts known to be a breach of trust.

14 COMMON SEAL / TE TOHE TAKETAKE

14.1 The Common Seal of the Society will be kept in the custody and control of the Secretary.

14.2 When required, the Common Seal will be affixed to any document following a resolution of the Society and will be signed by the Secretary and one other person appointed by the Management Committee. The Common Seal must be affixed to any contract entered into by the Society.

15 ALTERATION OF RULES / TE WHAKAREREREKETANGA TURE

The rules of the Society may only be amended in any way by a 2/3 majority of eligible members personally present at any General Meeting, provided that no addition to or alteration of the objects clause (Section 3), the pecuniary profit clause (Section 10), or the winding up clause (Section 17) will be approved without the prior consent of the Department of Inland Revenue.

16 MEDIATION AND ARBITRATION / TAKAWAENGA

16.1 Any dispute arising out of or relating to this deed may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of New Zealand Inc.

16.2 The mediation shall be terminated by:

16.2.1 The signing of a settlement agreement by the parties; or

16.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or

16.2.3 Notice by one or more parties to the mediation to the effect that further efforts at mediation are no longer justified; or

16.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

16.3 If the mediation should be terminated as provided in 16.2.2, 16.2.3, 16.2.4 any dispute or difference arising out of or in connection with this constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators'

and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

17 DISPOSITION OF SURPLUS ASSETS / TE TUKU TOENGA RAWA

- 17.1 The Society may be wound up if, at a General meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 17.2 Any surplus assets after the payment of all outstanding liabilities will be distributed among such charitable organisations in New Zealand that have similar objects to the Society and as the members will decide in a General charitable Meeting. If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.