

THE CONSTITUTION AND RULES OF THE SHAKESPEAR OPEN SANCTUARY SOCIETY INCORPORATED

1. NAME AND DEFINITION

- i. The name of the Society shall be Shakespear Open Sanctuary Society Incorporated (the Society)
- ii. The word "the Act" when used herein shall mean the Incorporated Societies Act 1908 or any Act passed in substitution thereof
- iii. Shakespear Open Sanctuary refers to that area covered by the Shakespear Regional Park Regional Park

2. OBJECTS

The objects for which the Society is established are specified below and shall be restricted at all times to operation within New Zealand

- a) To assist the Auckland Regional Council with the restoration and development of the Shakespear Open Sanctuary as a publicly accessible open space
- b) To assist the Auckland Regional Council with the conservation and enhancement of the natural, recreational, historic and cultural features and values of the Shakespear Open Sanctuary
- c) To assist in the restoration of the natural habitat in the areas adjoining the Shakespear Open Sanctuary in collaboration with interested parties
- d) To provide financial, material and physical support for work at the Shakespear Open Sanctuary and surroundings
- e) To establish and maintain a close working relationship with the Auckland Regional Council at Shakespear through the development of Memoranda of Agreement to define roles and responsibilities
- f) To assist the Auckland Regional Council with advocacy relating to Shakespear as an open sanctuary
- g) To do such other lawful things as are incidental or conducive to the foregoing charitable objects or any of them including the establishment and maintenance of the Society as a registered charitable trust

3. POWERS

The Society shall have the following powers:

- a) To purchase, take on lease or in exchange hire and otherwise acquire any real or personal property rights and privileges in connection therewith and to hold, improve, manage and develop, let, lease, sell, exchange or otherwise dispose of any such property rights and privileges
- b) To construct, build, alter: improve, enlarge, pull down, remove or replace any buildings or other improvements which may be in, upon or about any of the real or leasehold property of the Society or over which it may have any licence or right of occupancy
- c) To employ contractors, managers, servants, grounds persons, cleaners, caretakers and/or other employees for any of the purposes aforesaid and from time to time to terminate such employment and to appoint another or others in their stead
- d) To borrow or raise money in such manner as the Society may think fit and to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Society (whether present or future and to purchase, redeem or pay off any such securities
- e) To invest and deal with moneys of the Society not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or by depositing the same with any bank or financial institution at interest and to vary such investments from time to time. The exercise of the foregoing powers shall be subject to the limitations in the following Rules 3(f) to 3(i)
- f) No private pecuniary profits shall be made by any person from the Society except that:
 - I. Any member may receive full re-imbusement for all expenses properly incurred by that member in connection with the affairs of the Society;
 - II. The Society may pay reasonable and proper remuneration to any officer or servant of the Society (whether a member or not) in return for any services actually rendered to the Society;
 - III. Any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that member is a member, employee or associate in connection with the affairs of the Society

- IV. Any member may retain any remuneration properly payable to that member by any company or undertaking with which the Society may be in any way concerned or involved for which that member has acted in any capacity whatsoever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the Society.
- g) 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 where that income, benefit or advantage is derived from:
- I. Professional services rendered to the organisation in the course of business and charged at no greater than the current market rates; or
 - II. Interest on money lent at no greater than current market rates.
- h) Any member who is or may be in any capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Society is or may be concerned or involved shall disclose the nature and extent of that member's interest to the Committee, and shall not take any part whatever in any deliberations of the Committee concerning any matter in which that person is or may be interested other than as a member of that Society.
- i) The Society shall not lend money or lease property or assets at less than current commercial rates, having regard to the nature and terms of the loan and lease to any member or associated person (as defined in the Income Tax Act 1976).

4. MEMBERSHIP

Membership shall be open to all persons, groups, bodies corporate and others who wish to support the objects of the Society and who pay the annual subscription required for membership. Any person or entity referred to above may apply to the Society for membership, and on such application being approved by the Committee or by one or more Committee Members delegated to give such approval, the applicant shall become a member of the Society.

5. SUBSCRIPTIONS AND DONATIONS

- a) The annual subscription to the Society shall be set at each AGM for the year following that AGM. Members may, in addition, make donations to the Society at any time.
- b) The Committee shall be entitled -
 - I. To determine that in respect of particular members of the Society who comprise one family a single subscription only shall be payable in respect of all members of that family; and
 - II. To determine the degrees of relationship which constitute a family for the purposes of the immediately preceding sub-paragraph of these Rules.

6. MANAGEMENT

- a) The officers of the Society shall be the Chairperson, Deputy Chairperson, Secretary and Treasurer, the post of Secretary and Treasurer being held should it be so decided by the same person
- b) A committee consisting of the foregoing officers and at least two other members shall manage the general affairs of the Society. Half of the Society and the committee members shall be elected annually at the Annual General Meeting of the Society by rotation
- c) Five members of the committee shall constitute a quorum
- d) The committee shall keep minutes of its meetings and proceedings and of all general meetings of members
- e) The committee shall keep a record of all receipts and expenditure which with accounts and the Society's yearly balance sheet shall be open for inspection by members not less than one week before each Annual General Meeting
- f) The accounts of the Society shall be audited by a Chartered Accountant, who shall not be a member of the Committee
- g) The committee shall meet within one month after the holding of the Annual General Meeting and thereafter as the committee shall from time to time decide
- h) In the event of a casual vacancy occurring, the remaining officers in each case shall have power to appoint another member in that place and the person so appointed shall retire at the next Annual General Meeting. All retiring officers shall be eligible for re-election
- i) The Society may establish rules, which may be altered by the members in general meeting

7. MEETINGS

- a) An Annual General Meeting of the members of the Society shall be held in each year in the months of May/June, as the Committee shall from time to time determine.
- b) An Extraordinary General Meeting of members may be called by the Committee at any time and shall be called at the written request of not less than 20% of the current financial members of the Society. Such a meeting shall have the same powers as an Annual General Meeting.
- c) Notice of an Annual General Meeting, Extraordinary General Meeting or General Meeting shall be posted at least twenty-one (21) days prior to the date of such meeting. The notice shall set forth the date, time and place of the meeting, the type of meeting, and the business to be discussed thereat. Such notice of meeting shall further be advertised in such newspapers as the committee from time to time may determine to be appropriate.
- d) Ten (10) members personally present at a general meeting shall form a quorum.
- e) Each general meeting shall be presided over by the Chairperson, but in the absence of the Chairperson the meeting shall elect a Chairperson for that meeting.
- f) Voting shall be by way of show of hands of members present in person.
- g) The Chairperson shall have a casting as well as a deliberate vote.

8. RULES

- a) The Rules of the Society may be altered; added to or rescinded at any General Meeting provided that:
 - I. Notice in writing setting out such alteration, addition or rescission has been posted to the members with the notice of the meeting not less than twenty-one (21) days prior to the meeting; and
 - II. No addition, alteration or rescission of the Rules shall be made if it affects the pecuniary profit rule at 3(f), the remuneration rule at 3(g), the conflict of interest rule at 3(h), the member/associated persons rule at 3(i) or the winding up rule at 11.
 - III. Any alteration, addition or rescission of the Rules requires the approval of 75% of the members attending a General Meeting.
- b) The Committee shall forthwith register any such alteration, addition or rescission with the Registrar of Incorporated Societies.

- c) Any significant alteration, addition or rescission to the Rules should be undertaken in consultation with the Auckland Regional Council.

9. COMMON SEAL

The Society shall have a Common Seal, which shall be kept in the custody and control of the Secretary of the Society for the time being. The Society shall execute any document of whatsoever nature pursuant to a resolution of the Committee passed for that purpose by affixing the Common Seal in the presence of two members of the Committee.

10. USE AND CONTROL OF FUNDS AND PROPERTY

- a) All funds and assets of the Society shall be applied exclusively towards the charitable objects, aims and purposes.
- b) All moneys due or paid to the Society shall be received by the Treasurer or Secretary and shall be paid into such Bank, as the Committee shall decide. All accounts shall be submitted for approval of the Committee prior to payment

11. BANK ACCOUNTS

Three members of the Society shall be appointed signatories to any bank account withdrawals and the signature of two of such signatories shall be required for any withdrawal from any bank account.

12. TERMINATION OF MEMBERSHIP

- a) Any member may resign from the Society at any time.
- b) Unless the Committee otherwise determines in any particular case, membership of the Society shall immediately cease where a member fails to pay the subscription due within three months of the commencement of the Society's financial year.
- c) Membership maybe terminated or suspended if the actions of a member break the rules applying to the Society or if a member commits an unlawful act to or with the property of the Society or within the boundaries of the Shakespear Open Sanctuary or acts against the interests of the society. The Committee shall determine this penalty.
- d) Non-members (including expelled or suspended members) forego the right to cast a valid vote at general meetings or Committee meetings.

13. WINDING UP

The Society may at any time be wound up by the resolution of a simple majority of the financial members present at any General Meeting of the Society. The Committee shall give notice of the passing of such resolution to the Registrar of Incorporated Societies.

If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society. Such remaining property shall be given or transferred to some other charitable organisation having objects similar to the objects of the Society, or for some other charitable purpose, within New Zealand. In the event of default (the Committee being unable to decide) the remaining assets are to be distributed as a Judge of the High Court decides.

14. GENERAL

A copy of the Rules and any Bylaws for the conduct of the Society shall always be available for inspection by members upon request directed to the Secretary.

15. INTERPRETATION OF RULES

Should any matter arise which has not been provided for in these Rules or should any question occur as to their interpretation, the Committee shall consider the same and its determination on the matter of omission or interpretation shall be final.

..... (Chairperson)
..... (Secretary)