

# Rules of Wildlife Rehabilitators Network of New Zealand Incorporated

(The Society)

## 1.0 Name

- 1.1 The name of the society is Wildlife Rehabilitators Network of New Zealand Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 8<sup>th</sup> day of August 2010.
- 1.3 The Society will use the acronym WReNNZ Inc.

## 2.0 Registered Office

- 2.1 The Registered Office of the Society is 2 Ascot Vale, RD 4 Rotorua, 3074

## 3.0 Purposes of Society

- 3.1 The purposes of the Society are to:
  1. To create, maintain and promote the Minimum Standards required for the care, treatment and rehabilitation of sick, injured or orphaned wildlife.
  2. To provide a support network for people and organisations providing care, treatment and rehabilitation for sick, injured or orphaned wildlife or wildlife in need of care.
  3. To promote public awareness about wildlife welfare.
  4. To promote public awareness about rehabilitating wildlife, and to enhance links and co-operation with other similar groups and animal welfare organisations within New Zealand.
  5. To improve the standard of care for wildlife by attaining further knowledge and information, and to acquire and provide adequate facilities and equipment.
- 3.2 All things incidental to the charitable purposes described in this clause 3.1.
- 3.3 Do anything necessary or helpful to the above purposes.
- 3.4 Pecuniary gain is not a purpose of the Society.

## Management of The Society

### 4.0 Managing Committee

- 4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:
  - a) The Chair;
  - b) The Vice Chair
  - c) The Secretary;
  - d) The Treasurer; and
  - e) Such other Members as the Society shall decide.
- 4.2 Only Members of the Society may be Committee Members.
- 4.3 There shall be a minimum of five Committee Members, in addition to the Officers.

### 5.0 Appointment of Committee Members

- 5.1 At the Annual General Meeting of the Society, the Members will decide by majority vote:
  - a) Who shall be the Chair, Vice Chair, Secretary, and Treasurer;
  - b) At least five Committee Members
- 5.2 No member of the Committee may hold more than one position as an officer;
- 5.3 The length of the term of any member of the Committee will be from one Annual General Meeting until the next Annual General Meeting (the "Term").

### 6.0 Cessation of Committee Membership

- 6.1 Persons cease to be Committee Members when:
  - a) They resign by giving written notice to the Committee.
  - b) They are removed by majority vote of the Society at a Society Meeting.
  - c) Their Term expires.
- 6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

### 7.0 Nomination of Committee Members

- 7.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded, either in writing or by voice at the Annual General Meeting, by Members
- 7.2 All retiring members of the Committee shall be eligible for re-election.
- 7.3 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.4 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.5 If any Committee Member is absent from three consecutive meetings without leave of absence granted by the Chair the Chair may declare that person's position to be vacant.

## **8.0 Role of the Committee**

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- a) Administer, manage, and control the Society;
- b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d) Set accounting policies in line with generally accepted accounting practice
- e) Delegate responsibility and co-opt members where necessary
- f) Ensure that all Members follow the Rules;
- g) Decide how a person becomes a Member, and how a person stops being a Member;
- h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- i) Decide the procedures for dealing with complaints;
- j) Set Membership fees, including subscriptions and levies;
- k) Make regulations.

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **9.0 Roles of Committee Members**

9.1 The Chair is responsible for:

- a) Ensuring that the Rules are followed;
- b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- c) Chairing Meetings, deciding who may speak and when;
- d) Overseeing the operation of the Society;
- e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Vice Chair is responsible for:

- a) Representing the Chair when they are not available;
- b) Assisting the Chair, Secretary or Treasurer as required.

9.3 The Secretary is responsible for:

- a) Recording the minutes of Meetings;
- b) Keeping the Register of Members;
- c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- d) Receiving and replying to correspondence as required by the Committee;
- e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- f) Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

- a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
- c) Providing a financial report for the past year at each Annual General Meeting;
- d) Providing an estimate of likely costs for the coming year;
- e) Providing financial information to the Committee as the Committee determines.

## **10.0 Committee Meetings**

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may from time to time decide;

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

10.3 The Chair shall chair Committee Meetings, or if the Chair is absent, the Vice Chair shall chair that meeting;

10.4 Decisions of the Committee shall be by majority vote;

10.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;

10.6 Only Committee Members present (or participating as allowed for in rule 10.1) at a Committee Meeting may vote at that Committee Meeting.

10.7 Subject to these Rules, the Committee may regulate its own practices;

10.8 The Chair or his nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **Society membership**

### **11.0 Types of Members**

11.1 Membership shall comprise four different classes.

1. Individual Member
2. Associate Member.
3. Corporate Member.
4. Honorary Corporate Member.

11.2 Members have the rights and responsibilities set out in these Rules.

11.3 Individual Members will be people that are able to demonstrate active involvement in rehabilitation of wildlife. Individual Members have the benefit and right to:

1. Vote at Society Meetings; and
2. Full access to all Society reference material, including website material; and
3. Have a link added to the Society Website linking to their Website; and
4. Receive newsletters as and when created; and
5. Use of the Society logo alongside their own; and
6. Reduced fees for attendance at annual conferences.

11.4 Associate Members will be individuals that are able to demonstrate an interest in the preservation, conservation and rehabilitation of wildlife. Associate Members have the benefit and right to:

1. Access to some Society reference material, including website material; and
2. Receive newsletters as and when created; and
3. Reduced fees for attendance at annual conferences.

Associate Members have no voting rights at Society Meetings.

11.5 Corporate Membership is open to any organisation, or institution, that would like to support wildlife rehabilitation through the Society. Corporate Membership entitles the Corporate Member to appoint two (2) individuals that will have the same benefits and rights as Individual Members. The Corporate Member may change their appointees annually and must notify the Secretary of such changes.

11.6 Honorary Corporate Membership is bestowed by the Committee on any corporate or institution that the Committee agrees has provided valuable information or support for the active rehabilitation of native New Zealand wildlife. This membership is reviewable annually. An Honorary Corporate Member will advise the Society in writing the names of two (2) people who will be given full Individual Membership rights as provided by Rule 11.3. These nominees will be able to vote in their own right and do not have to represent the position of the nominator.

### **12.0 Admission of Members**

12.1 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form; and
- (b) Pay any Joining Fee required; and
- (c) Supply any other information the Committee requires.

12.2 The Committee may interview the Applicant when it considers Membership applications.

12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final. The committee is not obliged to give reasons for declining any membership.

12.4 Any applicant who has been declined membership is permitted to reapply within 12 months of being declined if their circumstances change but the committee still retains it's rights as stated above

### **13.0 The Register of Members**

13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, the class of Membership, and the dates at which they became Members.

13.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

### **14.0 Cessation of Membership**

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership may be terminated in the following way:

- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may

give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

- (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
- (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
- (iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.
- (iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by Majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.

(c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member at least 14 days prior to the next Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

(e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

14.3 Upon termination of membership the member must cease using the WReNNZ logo and any other WReNNZ materials and must no longer promote their association with WReNNZ.

## **15.0 Obligations of Members**

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **Money and other assets of The Society**

### **16.0 Use of Money and Other Assets**

All income, benefit, or advantage must be used to advance the charitable purposes of the organisation.

No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage

Any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

16.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society; and
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Society.

## **17.0 Joining Fees, Subscriptions and Levies**

17.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity. Upon termination of membership the member must cease using the WReNNZ logo and any other WReNNZ materials and must no longer promote their association with WReNNZ.

## **18.0 Additional Powers**

18.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

## **19.0 Financial Year**

19.1 The financial year of the Society begins on the 1<sup>st</sup> day of April of every year and ends on the 31<sup>st</sup> day of March of the next year.

## **20.0 Assurance on the Financial Statements**

20.1 The Committee shall appoint a suitable person to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## **Conduct of meetings**

### **21.0 Society Meetings**

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 15% of the Members.

21.4 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- (b) Additionally, the Secretary will provide, at the Society Meeting:
  - (i) A copy of the Chair Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,
  - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee). Additional nominations may be made and seconded at the Society Meeting if the nominee is present and these nominees shall have the right to address the meeting for 3 minutes.
  - (iii) Notice of any motions and the Committee's recommendations about those motions.
  - (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend Society Meetings.

21.6 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Vice Chair will chair that meeting. Any person chairing a Society Meeting has a casting vote.

21.7 On any given motion at a Society Meeting, the chair shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote.

21.8 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business.

### **22.0 Motions at Society Meetings**

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 15 % of eligible Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

### **23.0 Common Seal**

23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the committee.

### **Signing of documents**

#### **23.0 Signing of Documents**

23.1 Documents should be signed by whoever is authorised by the Committee.

### **Altering the rules**

#### **24.0 Altering the Rules**

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 % of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

### **Bylaws**

#### **25.0 Bylaws to govern the Society**

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

### **Winding up**

#### **26.0 Winding up**

26.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Society may be disposed of:
  - (i) By resolution; or
  - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus assets of the Society must be distributed to further a charitable purpose as defined in section 5(1) of the Charities Act 2005

### **Definitions**

#### **27.0 Definitions and Miscellaneous matters**

27.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by electronic means (including email, and website posting), or advertisement in periodicals, or post, or a combination of these methods. Members must understand that electronic communication is our preferred method of providing Written Notice,
- (f) It is assumed that
  - (i) Where a masculine is used, the feminine is included
  - (ii) Where the singular is used, plural forms of the noun are also inferred
  - (iii) Headings are a matter of reference and not a part of the rules
- (g) Matters not covered in these rules shall be decided upon by the Committee.

The Rules of the Wildlife Rehabilitators Network of New Zealand Incorporated have been read and approved by all the following committee members:

<u>Name</u>	<u>Position</u>	<u>Signature</u>	<u>Date</u>
Rosemary Tully	Chairperson	.....	.....
Craig Shepherd	Deputy Chair	.....	.....
Mandy Robertson	Treasurer	.....	.....
Bill Smith	Web manager	.....	.....
Claire Travers	Secretary	.....	.....
Bridey White	Committee member	.....	.....
Janelle Ward	Committee member	.....	.....
Rosalie Goldsworthy	Committee member	.....	.....
Sue Downton	Committee member	.....	.....
Chrissie Jefferson	Committee member	.....	.....
Sam Rufus	Committee member	.....	.....