



RUSSELL PROTECTION SOCIETY



RULES
of
THE RUSSELL PROTECTION SOCIETY
INCORPORATED

as amended at the Special General Meeting held on 1 November 2014, at the Annual General Meeting held on 6 January 2015, and at the Special General Meeting held on 26 March 2016

1. NAME

The name of the Society is THE RUSSELL PROTECTION SOCIETY INCORPORATED.

2. OBJECTIVES

The objectives for which the Society is established are:

- a) To promote the preservation of the special nature, character, amenity and environment of Russell, its surrounds including the Russell peninsula, as well as the islands within the Bay of Islands or anywhere else which may directly or indirectly affect the same having regard to its existing historical and special character (together referred to as the "Russell Area").
- b) To maintain an appropriate setting for heritage buildings and places and protect the original Russell town plan, as well as the visual character of the township and peninsula, and to safeguard all of them from inappropriate development and/or other detrimental incursions.
- c) To lobby, make representations and submissions and to use all appropriate means in pursuit of these objectives.
- d) To keep the public informed of the Society's aims and actions, and issues that are relevant to the objectives of the Society.
- e) To support and promote actions by members of the Society and other groups, individuals and organisations with objectives that support, reflect or enhance those of the Society.
- f) To fund the Society as necessary to enable it to perform and fulfil its functions, goals and objectives and to promote wise and sustainable development that respects the objectives of the Society.

3. MEMBERSHIP

- a) Membership of the Society is open to any:
- (i) Resident of the Russell Area, or
 - (ii) Owner of real property within the Russell Area, or
 - (iii) Person or group of persons interested in the Russell Area,
- in each case subject to payment of membership subscriptions when due. The annual membership subscription shall be the amount as determined by the Annual General Meeting.
- b) Any member may resign from the Society by giving the Secretary not less than 14 days' written notice to that effect and paying all subscriptions due to the date of expiry of that notice.
- c) Membership applications must be made in writing to the Secretary.
- d) Communications with members of the Society will be by email to the email address supplied by the member to the Society or the last known email address of that member unless the member requests in writing that communications to that member shall be by post.

4. ORGANISATION

- a) The Committee shall be elected from the membership of the Society at the Annual General Meeting and shall consist of not less than five and no more than eight members.
- b) Any person who stands for Committee at the Annual General Meeting must have been a member of the Society for at least 12 months.
- c) The Committee has the power to co-opt members on to the Committee as determined by a resolution of the Committee from time to time.
- d) The primary functions of the Committee will be to:
- (i) Further the aims of the Society,
 - (ii) Co-ordinate the activities of the Society,
- Receive fees and donations and to disburse these funds for the conduct of the Society's activities,
- (iv) Inform members of the activities of the Society through a bulletin or by any other means.
- e) The Committee shall meet at least three times each calendar year at such places and times as the Chairman or, in case of his or her absence, inability or refusal to act, the Secretary shall appoint.
- f) A quorum of four is required for Committee meetings.
- g) When a consensus decision cannot be reached a simple majority of votes by members of the Committee present shall determine a decision.

- h) All members of the Society are eligible to attend the meetings of the Committee as observers.
- i) Only persons authorised in writing by the Committee shall be empowered to make public statements on behalf of the Society.
- j) The Committee shall have power to establish sub-committees as it deems necessary from time to time.
- k) The Committee shall appoint its own Chairman and Secretary/Treasurer.
- l) All nominations for election to Committee must be made in writing to the Secretary at least 48 hours before the Annual General Meeting.

5. ANNUAL GENERAL MEETING

- a) The Society shall hold an Annual General Meeting in January each year upon a date and at a place within the Russell township to be fixed by the Committee.
- b) The Committee shall give at least two weeks' notice in writing of an Annual General Meeting, having drawn up an Agenda.
- c) The ordinary business of the Annual General Meeting shall be:
 - (i) To approve the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (ii) To receive from the Committee reports upon the transactions of the Society and the Financial Statement for the preceding financial year,
 - (iii) To elect the Committee,
 - (iv) To attend to the general business of the Society.
- d) No member may vote at the Annual General Meeting of the Society unless he or she has been a member for at least 14 days.

6. SPECIAL GENERAL MEETINGS

- a) The Committee may whenever it thinks fit convene a Special General Meeting of the Society and appoint a Chairman and Secretary for that meeting.
- b) The Committee shall on the requisition in writing of not fewer than ten members convene a Special General Meeting of the Society within four weeks of receipt of such a requisition.
- c) At least fourteen days' notice in writing of a Special General Meeting shall be given to the members of the Society. The notice shall state the purpose of the meeting.

7 QUORUM

The quorum for the Annual and Special General Meetings shall be 10 members personally present.

8. VOTING

- a) In the event that a consensus decision cannot be reached at the meeting of the Society voting will take place in accordance with the following provisions:
- b) Only members of the Society personally present shall be entitled to vote at meetings of the Society.
- c) A simple majority is required to carry all motions and election of committee members except for motions pertaining to the Constitution for which a two-thirds majority of all members present is required.
- d) Voting at any meeting shall be either by ballot or show of hands, as decided by the Chairman at each meeting.

9 FINANCES

- a) The Society shall have a bank account in its name into which all monies received shall be paid as soon as possible after receipt by the Committee.
- b) The Society may accept donations bequests and any contributions from individuals or organisations.
- c) The Committee may invest the funds of the Society in any manner permitted by law for the investment of trust funds.
- d) The Committee shall account to the Society for use of the funds of the Society.
- e) All payments shall be authorised by two nominated members of the Committee.
- f) Both the membership and the financial year of the Society shall be for the period beginning on 1st November in each year and ending on 31st October of the following year.
- g) Members shall be those persons whose membership fees have been paid in respect of the current financial year (1st November to 31st October).
- h) The funds of the Society shall not be applied to or for the personal pecuniary gain of any of the members. This shall not prevent:
 - (i) a member being reimbursed, with the approval of the Committee, for any expenditure incurred by the member on behalf of the Society,

(ii) a member being paid, with the approval of the Committee, reasonable remuneration for services rendered to the Society.

10. ALTERATIONS OF THE CONSTITUTION

- a) The Constitution of the Society may be amended by resolution passed by a two-thirds majority of all those members personally present and entitled to vote.
- b) Notice in writing of proposed amendment(s) to the Constitution must be given to all members of the Society by the Committee at least two weeks prior to a vote being taken on the proposed amendment(s).
- c) No amendment shall be made to the Constitution of the Society that:
 - (i) would have the effect of permitting funds of the Society to be applied for the personal pecuniary gain of any member (other than to the extent allowed by clause 9(h)),
 - (ii) would have the effect of allowing the funds of the Society, in the event of its dissolution, to be disposed of other than in accordance with clause 12(c),
 - (iii) would alter clause 9(h) or clause 12(c) or this clause.

11. TERMINATION OF MEMBERSHIP

- a) The Committee shall have power to terminate the membership of any person if the Committee determines by resolution of the Committee, after allowing the member an opportunity to make written submissions on the issue, that the relevant member has acted or is likely to act in a manner which does not support the objectives of the Society, on the vote of not less than four Committee members or two-thirds of the Committee whichever is the greater.
- b) The Committee may expel a member of the Society for conduct detrimental to the interests of the Society in terms of the Constitution of the Society.
- c) A decision made by the Committee to expel a member must be ratified at the next Special or Annual General Meeting of the Society, but pending that ratification the relevant member shall not have the right to attend meetings of the Society, vote at meetings, hold office as a Committee member or receive notices to members of the Society. If the expulsion is not ratified at the next Special or Annual General Meeting, the membership of the expelled member shall be automatically reinstated on the close of the relevant meeting.

12. DISSOLUTION

- a) The Society may be dissolved by a vote of a two-thirds majority of all those members personally present at a Special General Meeting.

- b) If an Annual General Meeting of the Society is not held for two consecutive years then the Society shall be dissolved on the expiry of the relevant year as referred to in clause 9(f).

- c) In the event of the dissolution of the Society the accumulated funds of the Society after payment of all the debts and obligations of the Society shall be given or transferred to an organisation or organisations for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005 as determined by a majority of those members present and entitled to vote at a Special General Meeting called for that purpose.

13. COMMON SEAL

- a) The Committee shall acquire a Common Seal of the Society and shall be responsible for its safe custody and control.

- b) Whenever the Common Seal is required to be affixed to any deed, agreement, document, writing or other instrument, the Seal shall be affixed pursuant to a resolution of the Committee of the Society and shall be affixed by the Chairman and Secretary or in the alternative by either of them together with one other Committee Member and the persons so affixing the Seal shall at the same time, sign the document to which the Seal is so affixed.