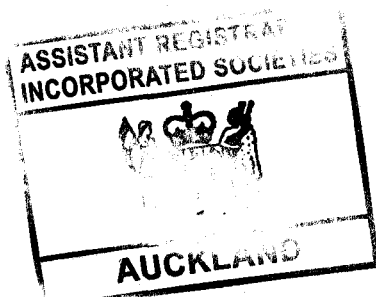


CONSTITUTION OF
TAKATU LANDCARE GROUP INCORPORATED

1. **Name:** The name of the Society is TAKATU LANDCARE GROUP INCORPORATED (hereinafter called "the Society")
2. **Registered Office:** The registered office of the Society shall be the residence of the Secretary or such place as the Committee shall determine
3. **Purposes:** The principal purpose of the Society is to promote and facilitate the preservation and conservation of the natural environment in the Geographical Area of Interest and its surrounds and to support and enhance the activities and conservation efforts of like minded organizations and individuals including the Tawharanui Open Sanctuary Society Inc. in relation to the Geographical Area of Interest. In order to achieve this principal purpose the Society will carry out the following:
 - (i) Engage with registered members to put in place measures that control pest mammals and invasive exotic weeds on land owned or occupied by registered members of the Society and that encourage the establishment of populations of native species of flora and fauna in the Geographical Area of Interest.
 - (ii) Engage with registered members to put in place measures that minimise sediments, nutrients, pollutants, and contaminants entering creeks, streams, rivers, or sea, on or from land owned or occupied by registered members of the Society.
 - (iii) Encourage non-registered members of the Society who own or occupy land within the Geographical Area of Interest to put in place measures, and adopt practices that mirror those of registered members described in (i) and (ii) above.
 - (iv) Provide a forum for communication, and a means of coordinating activity, among community members concerned about the environmental preservation of the Geographic Area of Interest.
4. **Geographical Area of Interest:** The Society will involve all those persons who own or occupy land on Takatu Peninsula in between the Matakana River and Whangateau Estuary (referred to as the "Geographical Area of Interest" in this constitution). Bordered to the east by Tongue Farm Road, Leigh Road, Omaha Flats Road and Broadlands Drive to where it meets the Whangateau Harbour, and to the west by the Tawharanui Regional Park boundary. The Geographical Area of Interest may be reviewed for operational reasons from time to time, but any change must be passed by majority vote at a Special General Meeting or Annual General Meeting.



5. Registered membership:

- (a) Membership of the Society shall be via registration and will be open to any landowner or occupier within the Geographical Area of Interest. An up to date list of registered members detailing each registered member's name, address and date of registration will be kept by the Secretary. Land owners or occupiers can apply to become registered members by contacting the Secretary and providing to the Secretary any information required by the Committee or completing an application form (if required to do so by the Committee) and returning this to the Secretary.
- (b) Registered members shall be entitled to:
 - (i) attend, speak and vote at an Annual General Meeting or Special General Meeting of the Society; and
 - (ii) attend any Committee meeting, but not to vote.
- (c) A registered membership subscription ("Annual Subscription") may be set at some future date if deemed necessary. Any registered member that fails to pay the Annual Subscription by the due date shall have no membership rights, and shall not be entitled to participate in any activity of the Society, until all arrears are paid.

6. Cessation of membership:

- (a) Any registered member may resign from membership of the Society by giving written notice to the Secretary. Each such resignation shall take effect from the date the written notice is received by the Secretary.
- (b) The Chairperson may declare that a registered member is no longer a member of the Society if that registered member is convicted of an offence for which a convicted person may be imprisoned or if that registered member behaves in a way that brings the Society into disrepute.

7. Annual subscription: If it is deemed necessary, the amount of the annual subscription shall be set at the Annual General Meeting of the Society.

8. Committee meetings: Meetings will be held as the Committee considers appropriate. Notice of meetings shall be given by mail, email or direct correspondence. The Chairperson shall determine the conduct of the meeting. A quorum shall be five. The Chairperson shall have a casting vote as well as a deliberative vote in the event of a tie on an issue at a meeting of the Society.

9. Annual General Meeting:

- (a) An Annual General Meeting shall be held not later than three months from the end of the financial year (1 November to 31 October). The Committee shall be responsible for determining the day, time and place of an Annual General Meeting. Notice of the Annual General Meeting shall be advertised to all registered members of the Society at least fourteen days before the date of the meeting by mail, email or general correspondence. A quorum for Annual General Meeting business shall be ten registered members of the Society. Voting shall be by voices, show of hands or (on demand of the Chairperson) by secret ballot. The Committee shall, in its absolute discretion, determine the agenda for the Annual General Meeting.
- (b) The purpose of the meeting shall be:
 - (i) To receive the annual report and financial statements;
 - (ii) To elect officers and members of the Committee;
 - (iii) To consider any motion that may be brought before the meeting including:
 - a. Committee Motions being motions put forward by the Committee for the Society to vote on; and
 - b. Members Motions being motions introduced by a registered member by giving written notice to the Secretary at least ten days in advance of the Annual General Meeting and in respect of which the Committee has, in its absolute discretion, decided that the Society should vote on; and
 - (iv) To consider any other matter that may be brought before the meeting.

10. Special General Meeting:

- (a) A Special General Meeting shall be convened upon receipt by the Committee of a request signed by ten registered members of the Society and stating the purpose of the meeting, or at any time upon the initiative of the Committee. A quorum for Special General Meetings business shall be ten registered members of the Society.
- (b) The Committee shall be responsible for determining the day, time and place of any Special General Meeting. Notice of the Special General Meeting shall be advertised to all registered members of the Society at least fourteen days before the date set for the meeting.

11. Committee:

- (a) The Committee shall consist of a Chairperson, Secretary and Treasurer, up to nine Committee registered members, and an ex-officio (non-voting) member from Auckland Council. No individual can hold more than one of the positions of Chairperson, Secretary and Treasurer at the same time.

- (b) Members of the Committee shall be elected at the Annual General Meeting. Registered members can nominate themselves to be considered for Committee membership by providing written notice to the Secretary at least 14 days in advance of the Annual General Meeting. Existing Committee Members will automatically be considered for reelection for a further term unless they advise the Secretary in advance of the Annual General Meeting that they do not wish to be so considered. The Secretary shall circulate a list of nominees, including any supporting information requested by the Secretary from the nominees, to all registered members. If a position of the Committee becomes vacant between Annual General Meetings, the Committee shall have the power to make an appointment to fill any vacancy.
- (c) Persons cease to be Committee Members when they resign by giving written notice to the Committee or they are replaced by majority vote of a new Committee Member at an Annual General Meeting. If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.
- (d) Subject to these rules, the Committee may exercise all of the Society's powers, other than those that are required by statute or by these rules to be exercised by the Society, at an Annual General Meeting or Special General Meeting.
- (e) The Committee may appoint conveners and sub-committees as necessary.

12. Alteration of Constitution:

- (a) The constitution of the Society may be altered, revoked or replaced by a resolution passed by a 51 percent majority of registered members present at an Annual General Meeting or Special General Meeting, provided that all registered members have been advised in advance of the intention to move the alteration or rescission.
- (b) Notwithstanding clause 12(a), the constitution of the Society may not in any way be altered, revoked or replaced in a manner that would negate the charitable purposes of the Society or result in the Society no longer being charitable according to the laws of New Zealand.

13. Banking: The funds of the Society shall be reviewed as soon as practicable after the end of the financial year. All cheques or electronic transactions shall be signed by any two of the Secretary, Treasurer or Chairperson. The Treasurer will hold responsibility for the Society's cheque book and will maintain the financial records of the Society. The Treasurer will also hold responsibility for collection of money owed to the Society.

14. Review of accounts: The accounts of the Society shall be reviewed by a chartered accountant not being a member of the Committee as soon as practicable after the end of the financial year. Or the Committee may at its discretion decide that accounts be audited.

15. Honorary Solicitor: An Honorary Solicitor shall be appointed.

- 16. Patron:** The registered members of the Society may elect a suitable person to the office of Patron at each Annual General Meeting. The term of Patron shall be for one year. Any person that has previously held the office of Patron may be reelected.
- 17. No private financial profit:** The income and property of the Society shall be applied solely towards the purposes of the Society and no portion shall be transferred directly or indirectly in any way whatsoever by way of profit or gain to the persons who at any time are or have been registered members of the Society **PROVIDED** that nothing herein contained shall prevent the payment in good faith to any member of the Society for goods supplied or services rendered during the course of the member's usual or accepted occupation. 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 the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 18. Common Seal:** The Committee shall provide a common seal for the Society and from time to time may replace it with a new one. 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 Chairperson and countersigned by the Treasurer or a member of the Committee.
- 19. Winding Up:** The Society may be voluntarily liquidated by a majority of registered members at a Special General Meeting or Annual General Meeting, providing that the intention to put a motion to wind up the Society has been advised in advance. Surplus assets shall be disposed of for the benefit of organisations with similar charitable purposes to the Society.
- 20. Interpretation:** The Committee, whose decision will be final, will settle any question relating to the interpretation of these rules, or any alteration thereof.
- 21. Matters Not Provided For:** If any matter shall arise which is not, or which in the opinion of the Committee is not, provided for by or under this Constitution, the same shall be determined by the Committee in such manner as it shall deem fit, and every such determination shall be binding upon the Society and its registered members unless and until set aside by a resolution of a General Meeting.