

Education Outdoors New Zealand

RULES OF THE EDUCATION OUTDOORS NEW ZEALAND INCORPORATED SOCIETY

May 2014

1. NAME

- 1.1 The name of the Society shall be *Education Outdoors New Zealand Incorporated* (hereinafter referred to as the Society).
- 1.2 The registered office shall be at the place as determined by the National Executive.

2. OBJECTS

- 2.1 The following objects will be implemented in accord with the principles of the Treaty of Waitangi and equity considerations (including gender, socio-economic and special needs).

TO

Devise, advocate, promote, encourage, facilitate and co-ordinate the development of quality education outdoors within New Zealand. In particular to promote:

- a) Sustainable practices that underpin good practice in the outdoors;
- b) The outdoors as a significant learning medium for the delivery of the national curriculum;
- c) The special importance of the outdoors as an educational medium for enhancing personal development;
- d) Knowledge of and responsibility towards environmental and cultural issues;
- e) Appropriate standards for safe practice in the outdoors;
- f) The training of those involved with education outdoors;
- g) Research into all aspects of education outdoors;
- h) The development and dissemination of resources;
- i) The formation and operation of regional network clusters;
- j) National and regional liaison with agencies involved with education outdoors.

3. POWERS

- 3.1 EONZ has the power, subject to this Constitution to:
 - a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;

- b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- c) Sell, lease, mortgage, charge or otherwise dispose of any property of EONZ and grant such rights and privileges over such property as it considers appropriate;
- d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of EONZ;
- f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of EONZ;
- g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties;
- h) Consider and settle disputes between Members;
- i) Determine who are its Members and withdraw, suspend or terminate membership;
- j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- k) Make, alter, rescind and enforce rules of events and programmes;
- l) Organise and control events and programmes;
- m) Assign functions to and/or enter into agreements with organisations such as Outdoors New Zealand, NZ Mountain Safety Council, Physical Education NZ, Skills Active, Water Safety NZ and Sport New Zealand;
- n) Delegate powers of EONZ to any person, Board, committee or sub-committee;
- o) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the EONZ, or with which EONZ is authorised to amalgamate or generally for any purpose designed to benefit EONZ;
- p) Do any other acts or things which are incidental or conducive to the attainment of the objects of EONZ.

4. MEMBERSHIP

4.1 The members of EONZ shall be:

- a) Individuals
- b) Organisations
- c) Life Members

4.2 Representation of organizations shall be on the basis of one representative per organization.

- 4.1 Membership of the Society shall be by written or web-based application. The National Executive shall consider all such applications and approve those it sees fit. There will be no right of appeal for non-approval. Membership will lapse if the annual membership fee is not paid within six months of the due date.
- 4.2 Every member of the Society, except a life member, shall pay such annual subscription as is determined by the Annual General Meeting of the Society, after consideration of the estimates income and expenditure for the appropriate financial year and taking into account any recommendation given in due regard by the National Executive.
- a) Subscription shall become due and payable after determination of the rate thereof at the Annual General Meeting of the Society.
 - b) Where a member joins the Society after the beginning of the financial year, the subscription payable for that year will be determined by the proportion of months remaining for membership that year to the full year.
 - c) A subscription unpaid after four (4) months of the due date shall be deemed in arrears and may attract interest as shall be determined by the National Executive from time to time. If unpaid after six (6) months, a member can be automatically terminated in terms of rule 5.3 herein.
- 4.3 A member may resign from the Society by conveying such resignation to the Executive Officer in writing or web-based means and shall pay all arrears of subscription (if any).
- 4.4 The Executive Officer shall keep a register of members. The register of members shall be maintained at the registered office of the Society showing names, addresses, dates of joining and membership classification.
- 4.5 The National Executive from time to time may remove from the registry the name of persons whose subscriptions are in arrears for a period of six months and such a person shall cease to be a member. The members so removed shall remain liable for subscriptions owing to the date he or she ceases to be a member.
- a) In addition, membership may be terminated by a vote of those attending a Special National Executive Meeting called to consider such a matter. Seventy-five percent (75%) of those attending must vote in favour of the removal of membership.
 - b) Any such meeting shall be called by the Executive Officer upon fourteen (14) days notice to the members of the National Executive of the Society and to any member whose membership is under consideration. Any member so affected shall have the right to attend and speak.
- 4.6 The National Executive may at its discretion award the status of life member to any member in any recognition of dedication and value of service to the Society. A life member shall enjoy all the privileges of ordinary membership but shall not be liable for subscription.

5. THE NATIONAL EXECUTIVE OF THE SOCIETY

- 5.1 The governance, business and affairs of the Society shall be managed by a committee hereinafter called the National Executive. The National Executive shall conduct its business and affairs under the direction, where so given, of the Society in General Meetings.
- 5.2 The National Executive shall comprise of: (a) six (6) persons elected by the AGM and including the duly elected officer of Chairperson and (b) no more than six (6) persons co-opted under

the provisions of these rules. The National Executive members shall hold office for three (3) years until the conclusion of the appropriate AGM.

- 5.3 The members of the National Executive must be current financial members of EONZ.
- 5.4 Nominations for National Executive members are to be forwarded to the Executive Officer of the EONZ National Executive no later than 10 days prior to the Annual General Meeting.
- 5.5 The National Executive may co-opt additional members to fulfil specific or general roles, as deemed necessary. Such members may have full attendance, speaking and voting rights. Their period of co-option shall be for the period until the next Annual General Meeting.
- 5.6 Following the relevant Annual General Meeting the National Executive of the Society shall elect the following officers from its members:
 - Chairperson
 - Deputy Chairperson
- a) Each such officer shall hold this appointment for a three (3) year term until the election of such officers by the National Executive following the relevant Annual General Meeting. In the event of an officer dying or resigning or otherwise being unable to carry out their duties, a replacement officer may be elected at an ordinary meeting of the National Executive.
- 5.7 Following the Annual General Meeting the National Executive shall ensure that the position of Executive Officer is filled to support the Executive.
 - a) The Executive Officer shall be employed for such terms and on such conditions as the board may determine.
 - b) The Executive Officer shall be under the direction of the board and be responsible for the day-to-day management of the affairs of EONZ in accordance with the rules, policies and procedures of EONZ and within such delegated authority as may be imposed by the executive.
 - c) The Executive Officer will attend board meetings but will have no voting rights.
- 5.8 The National Executive shall take minutes and records of all its meetings.
- 5.9 The Executive Officer will attend National Executive meetings to take minutes and other records of all Special, General or Ordinary Meetings of the Society and its National Executive, and attend to the correspondence of the Society.
- 5.10 The Executive Officer of the Society, although not necessarily keeping accounts of the Society, shall supervise the finances of the Society, shall at each meeting present to the National Executive a record of all accounts and transactions of financial performance against budget.
- 5.11 An individual's membership of the National Executive shall cease or be forfeited in the event of their:
 - a) Term of office expiring, or
 - b) Bankruptcy, or
 - c) Conviction of a crime involving dishonesty, or any crime as defined in the *Crime Act 1961*, or
 - d) Having a manager of their property appointed under the provisions of the *Protection of Personal Property Rights Act 1988*, or
 - e) Resigning their office in writing, or

- f) Absence from three (3) consecutive National Executive Meetings without leave of the National Executive, or
- g) Becoming incapable of carrying out the duties of a National Executive member, or
- h) Removal from office by a decision and at the direction of the person or organisation appointing them, or
- i) No longer holding the position of, or membership of the body by virtue of which they are appointed.

- 5.12 Vacancies occurring on the National Executive during any year may be filled by the National Executive at its discretion.
- 5.13 The National Executive is able to pay fees to the Executive Officer for his/her services.
- 5.14 At the Executive's discretion, a patron may be invited by the Executive to be the Patron. The Patron shall be invited to attend and speak at General Meetings but shall have no right to vote.

6. NATIONAL EXECUTIVE POWERS AND FUNCTIONS

The functions, powers and duties of the National Executive shall be to:

- 6.1 Govern the Society and ensure that the property and affairs of the Society are adequately administered and managed.
- 6.2 Carry out, effect and perform the objects of the Society.
- 6.3 Appoint such officers, assistants and servants, either honorary or otherwise and upon such terms and conditions and such remuneration as the Society shall think fit and from time to time remove and replace any such persons so appointed provided such acts are in accordance with the law.
- 6.4 Appoint project managers, sub-committees, advisory committees, ad-hoc committees or executive committees as the National Executive may from time to time think expedient for carrying out the objects. Project managers and members of any such committees need not necessarily be members of the National Executive of the Society.
 - a) Any such committees formed pursuant to the provisions of these rules shall be entitled to consider any matter so referred to it by the National Executive. Any committee so formed shall not have the power to act so to bind the National Executive, but only to consider those matters referred to it and shall conform to any regulations or other requirements imposed on it by the National Executive. Any matter considered by such committees shall be the subject of a report to the National Executive and shall be referred back to the National Executive for decision.
- 6.5 Exercise an absolute discretion in accepting or otherwise any application for membership of the Society in any capacity or eligibility to become or to nominate a National Executive member.
- 6.6 Appoint a Solicitor or other professional advisors at an agreed rate of remuneration.
- 6.7 Enter into such negotiations, contracts and agreements in the name or on behalf of the Society as the National Executive may consider expedient or desirable for the purpose of the trust under these rules.
- 6.8 Purchase, to take on lease or otherwise acquire any land, buildings and any property real and personal with the National Executive may from time to time think proper and to dispose of any such property or part thereof and to erect on any such land any buildings and to alter and add

to the same to raise any or borrow money in such manner and upon such security as the National Executive shall think fit and to redeem or pay off any such loans or securities.

- 6.9 Invest and deal with the money of the Society not immediately required in such manner as the National Executive may from time to time determine.
- 6.10 Do all things as not being contrary to law and not prohibited by these rules as may be necessary or desirable in the opinion of the National Executive for the carrying out and performance of the objects and to exercise all powers and do all things the Society is empowered to do by its rules or as it otherwise authorised to do.

7. PROCEEDINGS AT NATIONAL EXECUTIVE MEETINGS

- 7.1 No business shall be transacted at any National Executive Meeting unless there be personally present more than half of the members of the committee. That number of members shall constitute the quorum.
- 7.2 If within thirty (30) minutes from the time appointed the meeting the quorum is not present the meeting if convened upon the requisition of the National Executive shall be dissolved and in any other case it shall stand adjourned to the same day in the following week at the same time and in any place or to such other day and time and place as the Chairperson may determine and if at such adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the committee members present shall be the quorum.
- 7.3 The Chairperson shall be entitled to take the chair at every National Executive Meeting of if there be no Chairperson present then the Deputy Chairperson shall take the chair. If neither the Chairperson nor the Deputy Chairperson is present within thirty (30) minutes after the appointed time for the meeting then the members present shall choose one of their number to be Chairperson for that meeting.
- 7.4 The Chairperson of any National Executive Meeting at which a quorum is present, may with the consent of the meeting adjourn the meeting 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.
- 7.5 At every National Executive Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of elected members present in person. A poll may be demanded by the Chairperson of any National Executive members present in person.
- a) Unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall be conclusive and an entry to that effect in the books of proceedings of the National Executive shall be sufficient evidence thereof without proof of the number or proportion of votes recorded in favour of the resolution.
- 7.6 Every eligible person present who is entitled to vote at a National Executive Meeting or at any of its sub, advisory or ad-hoc committee meetings shall be entitled to only one (1) vote.
- 7.7 If a poll be demanded in the manner aforesaid on the election of a Chairperson of a meeting or on any question of adjournment and in any other case it shall be taken at such time and in such place and in such manner as the Chairperson shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.8 In the case of equality of votes either on a show of hands or on a poll the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall be entitled to a further casting vote.

- 7.9 No proxy voting shall be allowed at any meetings of the National Executive or any of its duly appointed sub-committees.
- 7.10 In all matters of proceedings at meetings of the National Executive the procedures outlined in Standing Orders MP 9204 of the New Zealand Standards Association shall rule.

8. REGIONAL ASSOCIATIONS

- 8.1 With approval of the National Executive, Regional Associations may be formed by members residing in a particular region and shall use the name EONZ followed by the name of the branch.
- 8.2 Each such Association shall elect annually a chairperson and secretary (who may be the same person) and other officers from among its members. The persons so elected shall constitute the committee of the branch, and shall arrange meetings, including an annual general meeting of the branch, and otherwise conduct the business of the branch.
- 8.3 Regional Associations must adhere to the policies and practices of the EONZ National Executive.
- 8.4 A Regional Association as the powers, rights and discretions to deal with matters affecting the branch or the professional conduct of members and should furnish an annual report and financial report to the national office at the end of each financial year.
- 8.5 Members of EONZ should be current financial members of their regional Associations where those associations are active.

9. GENERAL MEETINGS OF THE SOCIETY

- 9.1 Annual General Meetings shall be held in March or April of each year.
- a) Notice in writing by such methods that the National Executive determines, shall be given to every member of the Society with advice of the business to be transacted which shall include the presentation of the annual report, the financial statements provided in these rules and duly audited, advice as to the members of the National Executive, the appointment of an auditor and the transaction of any other business of which notice in writing should have been given to the National Executive at least thirty (30) days before the date of the meeting. The notice shall also include notification of the number of positions becoming vacant on the National Executive.
- 9.2 The above-mentioned General Meetings shall be called Annual General Meetings. All other meetings of the Society will be called Special General Meetings.
- 9.3 At all Annual General Meetings the Society shall receive and consider all reports, accounts and programmes submitted by any EONZ Regional Association and it shall determine all matters of policy or directive as may be brought by EONZ Regional Associations.
- 9.4 The Society shall at its Annual General Meeting present a report dealing with the affairs of Society supported by a duly audited Statement of Income and Expenditure of the Society during the preceding financial year and a Statement of Assets and Liabilities. Following the Annual General Meeting, copies of such report and statement shall be forwarded to the Charities Commission and all member organisations and individual members and any other institutions or individuals as required by law.

- 9.5 A Special General Meeting shall be called by the Executive Officer on receipt of a requisition signed by at least the minimum number of five members of the Society, by decision of the National Executive, or at the request of the Chairperson. Any such requisition by Society members shall be in writing addressed to the National Executive and shall state the business of the requested meeting and shall be actioned by the Chairperson within fourteen (14) days of receipt.
- 9.6 Thirty (30) days notice at least, specifying the place, the day and the hour of Special or Annual General Meeting (and in the case of special business, the general nature of such business) shall be given to National Executive and financial members but the accidental omission to give notice to any member or the non-receipt by any member of such notice shall not invalidate the proceedings at any such Annual General Meeting. Notice shall be deemed to have been given to any member if it is posted to their last known address and they shall be deemed to have received such notice when it would in the ordinary course of post have been delivered to such address.
- 9.7 At any General or Special Meeting an attendance of not less than ten (10) members or one quarter of the total number of members whichever is the smaller shall constitute a quorum. Attendance may be in person or by direct electronic media.
- 9.8 The Chairperson of the National Executive shall preside at all General or Special Meetings, or in his/her absence the Deputy Chairperson. If the Chairperson or Deputy Chairperson is not present, the meeting shall elect a Chairperson for that meeting.
- 9.9 Every financial member of the Society shall have one and only one vote. There shall be no voting by proxy and no person shall represent more than one member. In the case of an equality of votes the Chairperson shall have a casting or second vote.
- 9.10 Voting shall be by show of hands and/or voices as the Chairperson deems appropriate. A ballot shall be taken however, if requested by more than one quarter of the members attending the meeting.

Postal and web-based voting is permitted with regard to notices of motion meeting the requirements of 9.1 including changes to these rules. Any vote made on the Society's voting form is to be received at the Society's registered office by 5.00 pm on the day preceding the meeting.

10. CUSTODY AND USE OF THE COMMON SEAL

- 10.1 The common seal of EONZ shall be kept in the custody of the Executive Officer of the Society and may be affixed to any document only by a resolution of the National Executive and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

11. FINANCES AND FUNDS

- 11.1 All funds and monies of the Society shall be deposited in the name of the Society and at such bank as the National Executive may from time to time decide, and the account operated by a minimum of two National Executive members including the Chairperson and Executive Officer.
- 11.2 All financial transactions of the Society shall be recorded in such a way that meets the requirements of the **Public Finance Act 1989**.
- 11.3 The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects of the Society as hereinbefore set forth and no portion thereof shall

be paid or transferred directly or indirectly to the members of the committee or Society, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Society or to any committee member in return for services actually rendered to the Society nor prevent payment of interest at current rates on money lent or reasonable rent for premises demised or let by any member of the Society.

- 11.4 The Executive Officer shall at the first meeting of the financial year, present to the National executive for approval, an estimate of income and expenditure for that year; and shall at each subsequent meeting present a statement showing the actual income and expenditure to date compared with the estimates for the same period.
- 11.5 The financial year of the Society shall run from 1 January to 31 December. The Executive Officer shall immediately following the end of the financial year present an audited statement of income and expenditure for that year together with a schedule of the assets and liabilities of the Society.
- 11.6 The Executive Officer shall file annually with the Charities Commission the annual statement of the Society as required by the Charities Commission.

12. AUDIT

Statements of financial position and financial performance shall be audited each year and the audited six accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM.

13. WINDING UP

- 13.1 The following procedure shall be adopted for winding up the Society:
- a) A Special General Meeting shall be called with thirty (30) days notice specifically to discuss winding up. To pass the resolution a two-thirds majority shall be required.
 - b) Pursuant to Section 24 of the Incorporated Societies Act 1908 a subsequent meeting shall be called no earlier than thirty (30) days after the meeting under (a) to confirm the earlier winding up resolution.

14. DISPOSITION OF SURPLUS ASSETS

- 14.1 That upon winding up or dissolution, after settlement of the affairs of the Society and payments of all debts and claims and return of all monies owed or owing, the property so remaining shall be applied in New Zealand towards such charitable purpose or purposes as the Society shall determine prior to the dissolution of the Society.
- 14.2 The foregoing provisions of this paragraph are subject to the provisions of the Incorporated Societies Act 1908 which provides that on dissolution the surplus assets shall be disposed of as the High Court of New Zealand directs, and it being the wish of the Society that upon dissolution or winding up and application will be made to the High Court to dispose of the surplus assets in accordance with this clause.

15. ALTERATION TO RULES

- 15.1 The Society may add to, amend, alter or rescind any of its rules at a General Meeting of which notice has been given of an intention to consider the amendment of Rules and by resolution passed by a majority of not fewer than 75% of the members entitled under these Rules to vote *who attend such meeting*, or who vote by post in accordance with *Clause 10.10*, provided that

no additional amendment alteration or rescission of these Rules shall be permitted which would result in the Society being declared non-charitable by the Registrar of Incorporated Societies and the Commissioner of Inland Revenue or their respective successors in office.

16. INTERPRETATION OF RULES

- 16.1 Any question arising as to the interpretation of these Rules or any question arising on any subject within the scope of the Society's authority shall be decided by a duly constituted meeting of the National Executive of the Society whose decision shall be final and whose decision shall be duly recorded in the minutes of the meetings of the National Executive.

17. MEMBERS NOT ENTITLED TO ANY PROFIT

- 17.1 No member of the Society shall be entitled to any profit from the Society or any distribution of any part of its funds or assets. The society shall not be precluded from employing members of the Society for professional or other work at rates normally charged for such work and members receiving payment for such services shall not be deemed to have contravened this rule. No person in receipt of any payment from the Society shall be entitled to vote on any resolution authorising such payment, whether as a committee member or at any General Meeting of the Society.

18. INDEMNITY OF OFFICERS

- 18.1 No officer or employee of the Society shall be liable for any acts, receipts or defaults or for any other loss arising through any error of judgment or oversight on his or her part, or any loss, damage or misfortune which shall happen in the execution of duty unless the same happened through wilful default or neglect.

19. DEFINITIONS

- 19.1 "Person" includes an organisation or corporate body.
- 19.2 "She or He" shall be read as "s/he", "it" or "they" where appropriate.
- 19.3 Education Outdoors includes all activities encompassed by the terms Education Outdoors New Zealand (EONZ).
- EOTC is defined as any activity in or beyond the classroom using the outdoors as an educational medium for personal development or to enrich the curriculum.
- Outdoor education is defined as education in, about or for the outdoors.
- 19.4 Regional network clusters: A group of outdoors educators with an agreed purpose in accord with those of the Society.
- 19.5 "Teleconference" means any audio or audio-visual telecommunication.
- 19.6 "Web-based" means voting or communication by email or an electronic on-line environment.
- 19.7 Electronic media includes video-conferencing, Skype calling, cell phone conferencing and the like.