

UNDER THE INCORPORATED SOCIETIES ACT 1908,

RULES OF

SoundFish

1 TITLE

1.1 The name of the Society shall be SoundFish Incorporated

2 REGISTERED OFFICE

2.1 The Registered Office of the Society shall be at such place or places as the committee shall from time to time determine.

3 OBJECTS

3.1 The objects of the Society are:

- a To actively pursue and promote a sustainable fishery in the Marlborough Sounds that will meet the cultural, economic and social needs of present and future generations;
- b To encourage and co-ordinate management initiatives in the Marlborough Sounds fishery based on sound knowledge and research;
- c To promote community knowledge and ownership of the Marlborough Sounds fishery applying the principles of Kaitiakitanga and stewardship;
- d To support initiatives that promotes a healthy marine ecosystem.
- e To affiliate with and maintain connections with national and international corporate bodies with similar objects;
- f To do all such other things as are incidental or conducive to the attainment of these objects;

Such other objects as the Society shall in General Meeting from time to time decide.

4 MEMBERSHIP

4.1 Subject to the provisions of this Constitution the following corporate bodies and persons shall be eligible for membership:

- a Individuals or corporate bodies who have an affinity with the objects of this Society;

- b Individuals or corporate bodies who would like to support practically as well as financially to the objects of this Society.
- 4.2 Applicants for membership and renewal of membership shall apply in writing, or on the prescribed form to the Secretary.
- 4.3 The committee reserves the right under exceptional circumstances to reject applications for membership.
- 4.4 Any applicant whose application has been rejected or any member whose resignation has been requested or who has been suspended or expelled shall:
- a Be entitled upon the written request of such applicant or member to receive reasons in writing for the decision of the committee, and
 - b Have a right of appeal to the Society in a General Meeting.

5 DETERMINATION OF MEMBERSHIP

- 5.1 Any member may resign from membership by giving to the Secretary notice in writing to that effect and such notice shall take immediate effect.
- 5.2 The committee may request the resignation of any member who in the opinion of the committee has been acting in a manner harmful to the interests of the Society:
- a The committee to notify the member concerned of the proposed suspension or expulsion and the reasons for it;
 - b The member concerned will be given the opportunity to be heard by the committee considering the suspension or expulsion;
 - c The suspended or expelled member has a right of appeal to a General Meeting within twenty-one days of the committee's decision. The committee shall call a special meeting to consider the appeal;
 - d The termination of membership for any reason whatsoever shall not prejudice the right of the Society to recover any fees or dues in arrears and unpaid.

6 SUBSCRIPTIONS

- 6.1 The first subscriptions for individual and corporate membership shall be fixed at the first Annual General Meeting and shall remain the same until altered by the Society in a General Meeting.
- 6.2 Subscriptions shall be payable upon admission to the Society and shall cover the period from the date of admission up to and including the date of the next Annual General Meeting. Thereafter subscriptions shall become due and payable at the conclusion of the Annual General Meeting in each year.

- 6.3 A member whose annual subscription remains unpaid for a period of three months after the Annual General Meeting in any year shall be deemed a non-financial member.
- 6.4 A non-financial member shall not be eligible for election to the committee or appointment to any sub-committee nor shall be entitled to vote at any General Meeting.
- 6.5 The committee may cancel the membership of any non-financial member.

7 COMMITTEE

- 7.1 The conduct of the affairs of the Society shall be vested in a committee:
- a The committee shall consist of the Chairperson, Deputy Chairperson, Secretary, Treasurer and up to nine ordinary members;
 - b The Chairperson, Deputy Chairperson, Secretary and Treasurer shall be the Office Holders. The Secretary may also hold the office of Treasurer at the discretion of the committee;
 - c The Office Holders shall be appointed after the calling of nominations from the Society membership at the Annual General Meeting or at a Special General Meeting;
 - d The remaining members of the committee shall be appointed at the Annual General Meeting or at a Special General Meeting after the calling of nominations from the Society membership and shall evenly represent interests in the customary, recreational and commercial fishery areas;
 - e The members elected under this Constitution shall remain in office until their term expires in accordance with clause 8;
 - f The composition of the committee may be altered from time to time by the Society in accordance with this Constitution.
 - g All committee members at the committee meetings, regardless of the number of positions they hold, get only one vote.
- 7.2 The committee shall have the following powers:
- a To form such sub-committee(s) as it deems fit;
 - b To co-opt members to such sub-committee(s);
 - c To transact the affairs of the Society;
 - d To invest the funds of the Society as authorised by the Constitution.
- 7.3 At meetings of the committee and any sub-committee each member present,

including the Chairperson (who shall be ex-officio member of any sub-committee) shall have one vote on any matter and in the case of equality of votes the motion shall fail.

7.4 The Office Holders shall:

a Fill the positions of Chairperson, Deputy Chairperson, Secretary and/or Treasurer;

7.5 The Secretary shall:

a Keep the minutes of all meetings of the committee;

b Conduct all correspondence and keep copies of the same;

c Keep a record of the names and addresses of all members of the Society;

d Keep such other books and records as the committee may from time to time determine.

7.6 The Treasurer shall keep proper books of account and shall prepare an annual statement of receipts and expenditure up to and including the last day of November each year, which shall be signed by the Chairperson and the Treasurer and reviewed by an independent financial reviewer for presentation to the Annual General Meeting of the Society;

7.7 The committee shall be responsible for the co-ordination of all research work conducted by the Society and shall have the power to co-opt members for particular projects. Those persons so co-opted shall be entitled to attend meetings of the committee and to participate in discussion but shall not be entitled to vote nor to be counted for the purpose of constituting a quorum. The committee shall submit reports on assignments and research work from time to time.

7.8 The committee shall liaise with such groups of members as the committee may from time to time determine to foster and maintain the interest of such groups in the Society.

7.9 The committee shall be elected biennially, on a rotational basis set out in clause 8, at the Annual General Meeting of the Society and shall hold office until the election of the new committee at the next appropriate Annual General Meeting.

7.10 When a vacancy on the committee occurs by death, resignation or otherwise than by the passing of time, the committee may fill such vacancy with the appointment of a member from that sector. An Office Holder vacancy may be filled from the Society membership.

7.11 The committee may meet together, adjourn and otherwise regulate its meetings as it thinks fit except that the committee shall meet at least once every three months.

7.12 The Chairperson and the Secretary shall at any time, on the request of a member of the committee, summon a meeting of the committee.

7.13 Where the thirteen positions on the committee are filled by appointed members then the quorum shall be seven (7). If the number of appointed members of the committee is less

than thirteen the quorum shall be six (6). If within 20 minutes from the time appointed for the commencement of a committee meeting a quorum is not present, the meeting shall be adjourned to a convenient future date, of which the secretary shall duly notify the members of the committee who were not present.

8 TIME OF ELECTIONS

8.1 The intention of this clause is to facilitate the orderly rotation of Committee Members whilst maintaining continuity within the committee. The committee must arrange and conduct an election of committee members in accordance with the electoral provisions set out in this Constitution and at such times so as to ensure that:

- a the Chairperson elected in 2009 shall stand down in 2012 and elections shall be held to fill that vacancy;
- b The Deputy Chairperson and the Secretary and/or Treasurer elected in 2009 shall stand down in 2011 and elections shall be held to fill those vacancies;
- c Two members from each of the sector groups; customary, recreational and commercial, elected in 2009 shall stand down in 2011 and elections shall be held to fill those vacancies;
- d One member from each of the sector groups; customary, recreational and commercial, elected in 2009 shall stand down in 2012 and elections shall be held to fill those vacancies;
- e Each of the sector groups will determine which two members are to hold the two year term and which member is to hold the three year term. If there are only two members elected to a sector group then both members are to hold the two year term;

8.2 Following elections held in accordance with clause 8.1(a) – (e) under this Constitution, no person who is an elected member of the committee shall hold office for a period longer than 2 years without facing re-election. Retiring members shall be eligible for re-election.

9 MEETINGS

9.1 An Annual General Meeting shall be held in each year being not more than thirteen (13) months after the date of the previous Annual General Meeting, at such place, date and time as the committee shall determine.

9.2 A General Meeting of members may be convened by the committee at any time.

9.3 A General Meeting of members shall be convened by:

- a The Secretary upon receipt of a requisition stating the business to be dealt with and signed by five members entitled to vote;

- b The Secretary upon receipt of a requisition from any applicant or member pursuant to clause 4.4.
- 9.4 A General Meeting required pursuant to clause 9.3(a) and 9.3(b) shall be convened within twenty one (21) days of receipt of the requisition to deal with the business mentioned in the requisition.
- 9.5 Notice in writing of the place, date and time of every Annual General Meeting and General Meeting shall be posted or delivered to members at least fourteen (14) days prior to that meeting and the notice shall specify:
 - a The general nature of the business;
 - b If an election of the committee or any member of the committee is to form part of the business of the meeting, the last day for receipt of nominations of candidates;
 - c Non-receipt by any member of such notice of meeting shall not invalidate proceedings at any meeting.
- 9.6 Notice in writing of the place, date and time of every Annual General Meeting or General Meeting shall be posted in local and regional daily newspapers at least fourteen (14) days prior to that meeting.
- 9.7 No business shall be transacted at any Annual General Meeting or at any General Meeting unless a quorum of members is present. Such quorum shall be consistent with clause 7.13 and apply to those members of the Society entitled to vote.
- 9.8 If within one half hour from the notified time for the commencement of an Annual General Meeting or General Meeting a quorum of members is not present, such meeting shall be adjourned to the same day in the following week at the same time and place or to a day and place to be fixed by the Chairperson.
- 9.9 The Chairperson or in his/her absence the Deputy Chairperson of the Society shall be the Chairperson at every Annual General Meeting and General Meeting of the Society. In the absence of the Chairperson or Deputy Chairperson, the members present at such meeting may elect some other member present at the meeting to be the Chairperson.
- 9.10 Each financial member entitled to vote shall have one vote at any meeting of the Society. In the case of equality of votes the motion shall fail. A resolution shall be determined by a show of hands.

10 FUNDS

10.1 The Society shall treat funds as follows:

- a All moneys and or negotiable instruments paid to the Society shall as soon as possible after its receipt be paid to the credit of a bank account in the name of the

Society;

- b Each cheque or withdrawal form shall be signed by any two of the Chairperson, Deputy Chairperson, Treasurer or Secretary or two members nominated by the committee;
- c Funds of the Society may be invested by placing on deposit in any bank, savings bank or deposit company that carry on business in New Zealand, in or upon government securities in New Zealand, in or upon any mortgage of real estate in New Zealand or any other security approved by law for the investment of trust funds, as approved by the committee or such other investment as may be authorised by the Society in General Meeting from time to time;
- d The Society shall have the power to borrow money for such purposes and on such terms as the Society in a General Meeting shall think fit.
- e It is permissible that the society itself makes a pecuniary gain, unless that gain or some part thereof is divided among or received by the members or some of them.
- e It is permissible that any member of the society derives pecuniary gain from the society by way of salary as the servant or officer of the society.

11 ALTERATION OF THE CONSTITUTION

11.1 The Constitution shall not be altered except by resolution passed by a General Meeting of the Society in the following way:

- a Notice of the proposed resolution must be given in writing to the Secretary who shall include such proposed resolution in full in the notice summoning the meeting;
- b Such resolution shall not pass unless carried by a majority of two-thirds of the members entitled to vote present and voting at that meeting.
- c Clause 13 shall not be altered and in this instance clause 11.1(a) and 11.1(b) does not apply.

12 COMMON SEAL

12.1 The Society shall have a Common Seal which shall be kept in the custody of the Secretary and shall not be affixed to any document or instrument except in pursuance of a resolution of the committee in the presence of the Chairperson, the Secretary and one other member of the Committee who shall sign every document or instrument to which the seal is affixed.

13 WINDING UP

13.1 The Society may be wound up if a resolution requiring it to be wound up is passed by a majority of the members entitled to vote present and voting at that meeting.

- 13.2 On the winding up of the Society or on its dissolution by the Registrar, all surplus assets after the payment of costs, debts and liabilities shall not be paid to or distributed among the members of the organisation but shall be given to, in order of preference:
- 13.2.1 An incorporated society or organisation conducting activities in the Marlborough Sounds area **with a similar charitable purpose**
 - 13.2.2 Some other organisation or body having **charitable** objects similar to the objects of the Society.
- 13.3 If the Committee is unable to make such a gift, the division of surplus funds shall be disposed of in accordance with the directions of the High Court pursuant to section 27 of the Charitable Trusts Act 1957.