

## CONSTITUTION

- 1 The name of the Society shall be the New Zealand Freshwater Sciences Society Incorporated.

### Objectives:

- 2 To establish effective liaison between all persons interested in any aspect of fresh and brackish water research and management (subsequently here referred to as “freshwater science”) in Aotearoa New Zealand, and to encourage and promote these interests, new knowledge and research.
- 3 To embrace the rich heritage of Māori culture in Aotearoa New Zealand, acknowledge the rights of Māori under the Treaty of Waitangi and the principles of partnership, participation, and protection.
- 4 To be fair and inclusive and committed to equity and diversity in all aspects of the Society’s operations.

### 5 Means of Attaining Objectives:

- (a) The holding of meetings and conferences as a forum to discuss and facilitate improvements in freshwater science.
- (b) Co-operation and affiliation with other scientific bodies.
- (c) Support for the Society’s rōpū Māori and their whakakitenga (vision) - the successful participation of Māori in freshwater sciences, management, and research where Māori principles, values and interests are identified and valued.
- (d) Dissemination of best-available freshwater science to inform policy making and management.
- (e) The production of a Society newsletter and distribution of the newsletter to members and appropriate individuals and organisations in Aotearoa New Zealand and overseas.
- (f) The establishment and maintenance of a register of all members working in the relevant freshwater fields, giving details of their current interests.
- (g) Undertake and support other activities to promote freshwater science.

### 6 Membership:

- (a) The Society members shall be natural persons in one of the four following classes:
- 1 Ordinary members, whose annual subscription as fixed from time to time shall be accepted by the Executive Committee,
  - 2 Unwaged members including students, who shall pay such annual subscriptions as shall be fixed from time to time,
  - 3 Life members whose lifetime subscription shall be paid in advance as a single fee as fixed from time to time,
  - 4 Honorary members, who may be elected at a general meeting on recommendation of the Executive Committee.
- (b) New members shall be sent a copy of the constitution and the Royal Society of New Zealand Code of Professional Standards and Ethics.
- (c) Any member may resign by giving notice in writing to the Secretary and paying all subscriptions due.
- (d) Any member shall notify the Secretary in writing or via online membership access of a change of address.

- (e) Members of the Society are expected to conform to the Royal Society of New Zealand's Professional Code of Ethics.
- (f) The Executive Committee shall have the power to cancel membership in the case of conduct considered prejudicial to the Society
- (g) All members are entitled to receive the Society's Newsletter free of charge.

7 Executive and Meetings:

- (a) There shall be an Executive Committee consisting of the President, the Vice-President, the immediate Past President (ex officio), the Secretary, the Treasurer, the Editor, and a NZFSS rōpū Māori representative, all must be current members of the Society.
- (b) The term of each Executive Committee member shall be two calendar years
- (c) The President shall chair meetings of the Executive Committee and General Meetings. If the President is absent, then the chair shall be the Vice-President, and in their absence the chair shall be elected by those attending the meeting
- (d) The Executive Committee shall implement the Society's general business, and a simple majority shall decide all questions at Executive Committee Meetings. If voting is equal, a motion is lost. A quorum at an Executive Committee Meeting shall be five (5).
- (e) The Executive Committee may summon a General Meeting, or a General Meeting shall be summoned on receipt of a request signed by no fewer than ten (10) members entitled to vote. General Meetings shall be summoned by notice in writing, specifying the business to be considered, and notices shall be distributed to members not less than fourteen (14) days prior to the proposed date.
- (f) Meeting of the Executive Committee or General Meetings may be held face to face, by video- or telephone-conference call, or by another means as may be stipulated by the Executive Committee, providing that the Executive Committee is satisfied the chosen mode gives all those who are eligible, reasonable opportunity to attend, participate and vote. Voting may be by any means suited to the meeting mode at the discretion of the meeting Chair. Confidential voting is required if one or of those entitled to vote so request
- (g) At all General Meetings, twenty (20) members entitled to vote shall constitute a quorum, and a simple majority shall carry a motion. The Chair shall have a deliberative and a casting vote.
- (h) Votes of members. Each Member shall have one vote at a General Meeting or via online or email voting, and each Affiliated Body shall have the right to appoint a delegate who shall have one vote at a General Meeting.

8 Elections:

- (a) The Executive Committee officers shall be elected every two years, either at a General Meeting or by other means deemed appropriate by the Executive Committee and endorsed by the canvassing of all Members.
- (b) If the election is held at the General Meeting, it will take place by confidential ballot (and may include a ballot by electronic means) and the results will be counted and reported before the end of the General Meeting. If the election is not held at the General Meeting, a confidential ballot will be carried out (and may include a ballot by electronic means) and the Executive Committee shall have the power to scrutinize and count the votes and declare the results.
- (c) The newly elected officers shall take office at the beginning of the calendar year following their election.
- (d) The Executive Committee shall have the power to co-opt members of the Society to fill any vacancies on the Executive Committee.

9 Finance:

- (a) Annual Subscription: shall be due on the 1<sup>st</sup> of July in each year and the amount shall be fixed at a General Meeting. Members whose subscriptions are not paid by the succeeding 30<sup>th</sup> of June shall be unfinancial and shall be liable to forfeit all benefits of membership.
- (b) The financial year shall conclude on the 30<sup>th</sup> of June.

- (c) The funds of the Society shall be controlled by the Executive Committee and shall be lodged and held in the name of the Society. All payments must be approved electronically by a majority of the members of the Executive Committee. The Society shall not have the power to borrow money.
- (d) Any income, benefit or advantage shall be applied to the charitable purposes of the Society as described in Objectives 2, 3 and 4 above.
- (e) Any expenditures not related to (i) conferences, (ii) the newsletter, (iii) financial accounting, or (iv) reasonable expenses incurred for travel to conduct business on behalf of the Society, must be approved by the Executive Committee, or at a General Meeting, or through a ballot of members. Members entitled to vote who have a conflict of interest must declare their interest and may be asked to recuse themselves from the voting.
- (f) 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.
- (g) Any such fee for service paid to a member shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- (h) The provisions and effect of clauses 9(c), 9(d), 9(e), 9(f) and 9(g) shall not be removed from this document and shall be included and implied into any document replacing this document.
- (i) Payment of accounts must first be approved by the Executive Committee. This may be done at a meeting or by email, and items may be approved in advance for one financial year.
- (j) An Annual Report and Financial Statement shall be prepared and made available to members at the General Meeting or electronically on request. The Financial Statement shall be subject to a level of independent review by an appropriately qualified, but independent person, as was stipulated at the previous General.

10

Organisation:

- (a) The Secretary shall keep (i) a record of the deliberations, decisions and minutes of all meetings, and (ii) a Register with the names, addresses, professional interests and date of joining of all members.
- (b) Affiliated Bodies. Incorporated or unincorporated bodies, and other organisations approved by the Executive Committee, may become affiliated with the Society on acceptance by the Executive Committee, and on payment of such annual subscription as may be fixed from time to time.
- (c) Changes in the Constitution may be made only on a two-thirds majority of the votes polled at the General Meeting or by other voting mechanism deemed appropriate by the Society.
- (d) No addition to or alteration or recession of the rules shall be approved if it affects the charitable objects, the personal benefit clauses, or the winding up clause, except as specified under clause 10(g) below.
- (e) The Common Seal of the Society shall be in the custody of the Secretary, who shall in pursuance of a resolution of the Executive Committee to that effect, affix the same to all instruments requiring the same.
- (f) The Society shall not be wound up except on a two-thirds majority of a vote of the members but shall be dissolved in the event of the membership being fewer than five (5) persons. In the event of dissolution of the Society, its assets shall become the property of the Royal Society of New Zealand which shall dispose of the assets in accordance with the aims of the Society.
- (g) The provisions and effects of clause 10(f) shall not be removed from this document and shall be included and implied into any document replacing this document, except that another organisation, which must be an Inland Revenue Department approved charitable organisation, may be named in place of the Royal Society of New Zealand.