

NZFSS AGM 2019 - Briefing Notes

These briefing notes provide context for topics for discussion at the AGM on Wednesday 4 December 2019: A - Proposed amendments to the NZFSS Constitution and code of conduct, B - Annual operating budget and proposals for spending surplus funds in 2020 and C – future conferences.

A - Proposed Constitution Amendments – update and code of conduct

The current form of the NZFSS Constitution dates from 2002. Some aspects of the Constitution are outdated and hinder the Society's ability to serve its members and efficiently carry out its charitable purposes. At our 2018 meeting in Whakatū Nelson we voted to include the ability for members to vote electronically or via email, this amendment has been made to the draft constitution below. We have looked into the ramifications of changing the name of the Society to NZFSS in the constitution and this appears to be a relatively simple matter to resolve.

We have also suggested adopting Te Apārangi, The Royal Society of New Zealand's Code of Professional Standards and Ethics as applying to members via the constitution (see below). There are clear benefits to having a code in the unlikely event that a complaint is raised with the Society about a member's conduct. The Executive have sought advice on what the legal ramifications and support for the Society are if a member has breached the code. Andrew Cleland (CEO of Te Apārangi) has advised that if we cancelled a person's membership (as a result of breaching the code) which our constitution has always allowed for, there is the potential for legal proceedings to be brought against the Society. However, he advises our defence is a proper process meeting good judicial practice, which Te Apārangi would advise us on and provide support for. We will vote on the inclusion of the code as part of voting on member's views on constitutional changes early in the new year by email or forum poll. A 2/3rds majority is needed to pass the changes.

We are also seeking feedback on the separation of the Treasurer/Secretary role into two roles on the Executive as the combined task (along with managing memberships) has become too onerous for one person to undertake.

The recommended amendments to the constitution are as follows:

NEW ZEALAND ~~FRESHWATER SCIENCES~~ SOCIETY INCORPORATED ~~Dec 2018~~

CONSTITUTION

- 1 The name of the Society shall be the New Zealand ~~Freshwater Sciences~~ Society Incorporated.
- 2 Objectives: To establish effective liaison between all persons interested in any aspect of fresh and brackish water research in New Zealand, and to encourage and promote these interests.
- 3 Means of Attaining Objectives:

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- (a) The establishment and maintenance of a register of all persons working in the appropriate fields in New Zealand, giving details of their current interests.
- (b) The holding of meetings and conferences to deliver scientific papers, and to discuss scientific topics.
- (c) Co-operation and affiliation with other scientific bodies when appropriate.
- (d) The production of a newsletter including information about the current interests of freshwater workers, and listing relevant new publications and other items of interest.
- (e) The distribution of the Newsletter to appropriate organisations in New Zealand and overseas.

4 Membership:

- (a) The members of the Society shall be:
 - 1 Ordinary members who shall be persons admitted to membership by the committee, and whose annual subscription as fixed from time to time shall be accepted by the Committee.
 - 2 Unwaged Members including students, who shall pay such annual subscription as shall be fixed from time to time.
 - 3 Honorary Members who may be elected at a general meeting on the recommendation of the Committee.
 - 4 Life Members who shall be persons admitted to membership by the committee, and whose lifetime subscription shall be paid in advance as a single fee as fixed from time to time.
- (b) Newly elected members shall be sent a copy of the constitution and the 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 of a change of address.
- (e) The Committee shall have the power to cancel membership in the case of conduct considered prejudicial to the Society. Members of the Society are expected to conform with Te Apārangi - The Royal Society of New Zealand's Code of Professional Standards and Ethics.
- (f) All members are entitled to receive the Society's Newsletter free of charge.

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5 Executive and Meetings:

- (a) There shall be an Executive Committee consisting of the President, the immediate Past President (ex officio), the Secretary, the Treasurer, the Editor, and two (2) other members,
- (b) The Committee shall implement the Society's general business, and a simple majority shall decide all questions at Committee Meetings. If voting is equal, a motion is lost. A quorum at a Committee Meeting shall be three (3).
- (c) The officers shall be elected every two years, either at a General Meeting or by other appropriate means as the existing Committee determine. The vote shall be held before the end of the financial year, and if a General Meeting is not held, the committee shall have the power to scrutinize and count the votes, and declare the results.
- (d) The newly elected officers shall take office 1 month after their election.
- (e) Candidates for positions as officers shall be nominated at the General Meeting, or in writing signed by two other members, received by the Secretary before the time of such meetings, or by the 31st of August if a meeting is not held. Every candidate shall signify personally, or in writing his or her acceptance of nomination. The Committee shall have the power to co-opt members of the Society to fill any casual vacancies on the Committee.
- (f) 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 posted not less than fourteen (14) days prior to the proposed date.
- (g) At all General Meetings, ten (10) members entitled to vote shall constitute a quorum, and a simple majority shall carry a motion. Voting shall be on the voices, or by show of hands or by ballot at the discretion of the chairman, provided that, if any member so demand, voting shall be by ballot. The Chairman shall have a deliberative and a casting vote.

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- (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.

6 Finance:

- (a) Annual Subscription: shall be due on the 1st of July in each year and the amount shall be fixed at a General Meeting. Members whose subscriptions are not paid by the succeeding 30th of June shall be unfinancial and shall be liable to forfeit all benefits of membership. The financial year shall conclude on the 30th of June.
- (b) The funds of the Society shall be controlled by the Executive Committee and shall be banked in the name of the Society. Cheques and bills shall be signed by any one of the President or Secretary-Treasurer, and must be approved in writing by other members of the Executive Committee. The Society shall not have the power to borrow money.
- (c) Any income, benefit or advantage shall be applied to the charitable purposes of the Society as described in Sections 2 and 3 above.
- (d) Any expenditures not related to (1) conferences, (2) the newsletter, (3) financial accounting, or (4) reasonable expenses incurred for travel to conduct business on behalf of the Society must be voted on either by the Executive Committee or by the members. If possible, such expenditures should be included in an annual plan of activities presented to, and approved by, the members at the AGM or via online or email voting.
- (e) 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.
- (f) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- (g) The provisions and effect of clauses 6(c), 6(d) and 6(e) shall not be removed from this document and shall be included and implied into any document replacing this document.
- (h) 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.
- (i) An Annual Report and Financial Statement shall be prepared and made available to members. The Financial Statement shall be audited by a person appointed at the previous General Meeting.

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7 Organisation:

- (a) The Secretary-Treasurer shall keep (i) a full record of the 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 Committee, may become affiliated with the Society on acceptance by the 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 AGM or by online or email voting.
- (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 7(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 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 this clause 7(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.

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Te Apārangi The Royal Society of New Zealand Code of Professional Standards and Ethics

Part 3: Responsibilities and Standards

Responsibilities and Standards

Members have responsibilities to behave with professionalism, integrity, care and diligence; responsibilities to the public interest, affected and participating communities, partners and participants in their activities and colleagues; and responsibilities for guardianship of the environment and improving sustainability.

Accordingly, Members are obliged:

1. To behave with honesty, integrity, and professionalism when undertaking their activities;
2. To only claim competence commensurate with their expertise, knowledge and skills, and ensure their practices are consistent with relevant national, Māori [\[1\]](#) and international standards and codes of practice in their discipline or field;
3. To undertake their activities diligently and carefully;
4. To support the public interest by making the results and findings of their activities available as soon as it is appropriate to do so, by presenting those results and findings in an honest, straightforward and unbiased manner, and by being prepared to contribute their knowledge or skills to avert or lessen public crises [\[2\]](#) when it is appropriate to do so;
5. In undertaking their activities, to endeavour, where practicable, to partner with those communities and mana whenua for whom there are reasonably foreseeable direct impacts, and to meet any obligations arising from the Treaty of Waitangi;
6. To safeguard the health, safety, wellbeing, rights and interests of people involved in or affected during the conduct of their activities;
7. To ensure that the three Rs (Replacement, Reduction and Refinement) are considered at all stages of their activities involving animals, minimise the impacts on animals used in those activities, and in so doing, support the welfare and wellbeing of those animals;
8. To develop, and implement so far as they are reasonably able [\[3\]](#), a management plan to ensure the integrity, retention, secure storage, appropriate and transparent use of data and samples gathered or developed during their activities;
9. To demonstrate and encourage ethical behaviour and high professional standards amongst their colleagues;
10. To not harass [\[4\]](#), bully or knowingly act with malice towards individuals or groups of people; and
11. To take reasonable steps to prevent their activities leading to significant avoidable or unjustified degradation of the environment, and where appropriate, to contribute to improved conservation, protection and sustainability.

[\[1\]](#) As set out, for example, in Te Ara Tika Guidelines for Māori Research Ethics.

[2] In this context, public crisis means a situation in which there is an unacceptable risk of significant harm to people, or of substantial and widespread damage to property or the environment.

[3] This obligation expires when the Member is no longer able, in practical terms, to influence the ongoing management of the information, data, samples, materials or derived results gathered or developed during their activities, when their employer assumes responsibility on their behalf, or when the data or samples are transferred to a recognised long term data or sample repository which assumes responsibility for their further management.

[4] Harassment is conduct that unjustifiably disturbs or upsets another. It is characteristically repetitive and may be physically or psychologically harmful to the victim. It is exacerbated when the consequences of not accepting the behaviour may be disadvantageous to the victim. Forms of harassment include but are not limited to: verbal comments that reinforce social structures of domination (related to gender, gender identity and expression, sexual orientation, marital and family status, disability, physical appearance, body size, culture, ethnicity, nationality, age, religion or lack thereof, beliefs or socioeconomic status etc.); sexual images in public spaces; deliberate intimidation, stalking, or following; harassing photography or recording; sustained disruption of talks or other events; inappropriate physical contact; unwelcome sexual attention; and advocating for or encouraging any of the above behaviour.

Further information on the Code of Professional Standards and Ethics can be found at:

<https://www.royalsociety.org.nz/who-we-are/our-rules-and-codes/code-of-professional-standards-and-ethics/code-of-professional-standards-and-ethics-in-science-technology-and-the-humanities/#3687>

B - NZFSS annual operating budget

The Society's Reserves are approximately \$200,000 (to be confirmed at the AGM) as we made an additional profit from the 2018 conference in Whakatū Nelson on top of the reserves from the Invercargill conference.

The Executive met in August 2019 to discuss the setting of an annual operating budget with recommendations from Te Wai Māori Rōpū and following the discussions at the 2018 AGM, where the Executive was given discretion to spend up to \$20,000.

At the August meeting the Executive agreed to raise the student travel awards amounts to \$250 pp for local conferences and \$500 pp for international conferences. This will be capped at \$5,000 annual and included in the annual operating budget.

The Executive also agree to include in the annual operating budget a maximum of \$5,000 for:

1. meeting any conference shortfalls for local kaitiaki attendance (to a maximum of 12, most of which should be sought through conference funding and budget);
2. supporting a rōpū representative on conference organising committees (with contingency budget to assist un-waged representatives where this cannot be met by conference budget)
3. attendance of rōpū exec representatives and kaiarahi at NZFSS local conferences (Kaiarahi to be funded for conference registration, travel and accommodation and rōpū exec members to receive a complimentary conference registration where needed and not met by conference budget)

Note: this is only agreed for conferences in Aotearoa New Zealand and there will be a brief application process to enable the tracking of any funding against this budget item.

The Executive agreed to provide two \$5k scholarships this year out of the discretionary funds agreed at the 2018 conference. One Māori scholarship and one open to anyone targeted to honours and masters levels to assist in people continuing into post-graduate study as this was identified as an area of need. Continuing to fund scholarships will be included in the voting on use of surplus Society funds in early 2020. Assessment criteria still need to be developed for these scholarships so they can be released for next year's students.

The Executive agreed to put \$1,000 annually in with the Wetlands Society for their student award/scholarship – the Golden Plover Award.

Annual operating budget:

Based on our revenue and expenditure for the past four years (excluding conferences), our median revenue has been \$23,698 and our median expenditure \$23,972, making an median surplus of \$479.

We suggest that \$40,000 be allocated for our annual operating budget. This increase in spending from previous years includes an additional \$5000 for student travel awards and up to \$5000 for rōpū support as outline above, as well as some contingency funding to cover unexpected expenses.

	2018	2017	2016	2015	Median
Revenue					
Donations, fundraising and other similar revenue	1,604	832	0	5050	1,218
Fees, subscriptions and other revenue from members	15,347	19,327	17736	17431	17,584
Revenue from providing goods or services	1,944	5,302	91	274	1,109
Interest, dividends and other investment revenue	3,773	1,880	1929	1973	1,951
Total Revenue (excluding conference)	22,669	27,341	19,756	24,728	23,698
Expenses					
Costs related to providing goods or services (e.g., newsletter/book costs)	1,445	4,891	0	0	723
Grants and donations made (e.g., student awards, SIL Trust donation)	7,009	7,157	3335	7722	7,083
Other expenses	15,926	15,507	4696	15841	15,674
Total Expenses (excluding conference)	24,380	27,555	8,031	23,563	23,972
Surplus/Loss	(1,712)	(214)	11,725	1,165	476

Surplus spending

The Executive have collated member's feedback on spending the Society's approximately \$200,000 surplus funds and will send this out for member's voting in early 2020. One option is to have a

contestable annual fund until the surplus is used with criteria developed, which can be applied for by project leads.

C – Future conferences

In 2020 we are joining with the NZ Wetlands Society and INTECOL Wetlands in Christchurch from 18-23 October. To ensure members are able to effectively communicate their research (beyond the wetlands focus of the conference) and to network with their peers we are in consultation with the INTECOL Wetlands organising committee and seeking your feedback on what structure member's want for NZFSS content. Two possible options are: two full days dedicated to NZFSS specific sessions or a series of NZFSS sessions spread throughout the conference and interspersed with other sessions.

In 2021 NZFSS are joining with AFSS and SFS in Brisbane for our official annual conference. However, recognising that this places considerable funding and travel burden on members we have asked for your feedback on having an NZFSS symposium in Aotearoa New Zealand at the end of 2021. Feedback was overwhelmingly in support of this as an option and we are seeking volunteers to hold the symposium in the North Island in 2021 at a location that is relatively easy and inexpensive to reach.