

Rules: Guardians of the Bays Incorporated

Incorporated Societies # 261 3525

Revised 4 July 2019, 7 July 2021 and 11 August 2022

Name

- 1 The name of the Society is '**Guardians of the Bays Incorporated**' and was constituted on 9 August 2014.

Object

- 2 The object of the Society is to maintain a 'watching brief', and to advocate as appropriate with relevant bodies through legal means and the public media, on critical matters related to Wellington Airports proposed runway extension, expansion and increased aircraft and land transport movements. Such matters include but will not necessarily be limited to:
 - a. The business and economic case and implications for Wellington's ratepayers.
 - b. Alternative options for council expenditure and relative costs and benefits for the community.
 - c. Social and cultural effects, both local and regional.
 - d. Adverse effects arising from the airport, airline, and land transport activities.
 - e. Environmental effects and their mitigation.
 - f. Other issues related to any runway extension, expansion, and increased aircraft movement proposals.
- 3 The object of the society is to reduce the adverse effects that arise from the airport and its related activities on the environment. These effects may include but are not limited to coastal reclamation, emissions, noise, stormwater, reduction of visual and landscape amenity and neighbourhood disruption.
- 4 Pecuniary gain is not an object of the Society. The organisation does not have the purpose of making a profit for a proprietor, member, or shareholder and prohibits a distribution of property in any form to a member, proprietor or shareholder; and has a constitution that prohibits a distribution of property in any form to a member, proprietor or shareholder.

Financing

- 5 The Society will be financed by voluntary donations as required.

Society membership

- 6 Anyone may become a member, or cease to be a member, by simple application or advice to a member of the Executive.
 - 6.1 The Society has members from whom officers are elected.
 - 6.2 Members have the rights and responsibilities set out in these Rules.

6.3 There will be no membership fee.

6.4 Anyone can become a member, or cease to be a member by:

(a) Simple application or advice to the member of the Executive or by:

(b) Completion of an application form on the Guardians of the Bays website.

6.5 Subscribers to our newsletter and other supporters are not considered members for the purpose of this constitution.

- 7 The Executive shall keep a register of Members ("the Register"), which shall contain the names, email address and other details as required of all Members, and the dates at which they became Members. If a Member's contact details change, that Member shall give those details to the Executive.

Meetings

- 8 There will be a Annual General Meeting (AGM) held between 1 April and 15 June, with other Special General meetings or meetings called as required. Meetings will be called by telephone or any other electronic means. Any decision of any meeting requires a simple majority of those present, with the meeting chair having a casting vote in the absence of a majority.

Conduct of meetings

- 9 All members may attend and vote at Society meetings.
- 10 All Society meetings shall be chaired by one of the co-chairs. If a co-chair is absent, the Society shall elect another Executive member to chair that meeting. Any person chairing a Society meeting has a casting vote.

Minutes of meetings

- 11 Minutes of all meetings shall be kept by the secretary, who may request other members to record minutes at particular meetings.

Quorum

- 12 Ten members present shall constitute a quorum at any Society meeting.

Appointment of officers

- 13 The Society will elect two co-chairs and four other elected officers. These six officers shall constitute an Executive.
- 14 Should there be more than one nomination for any position, a vote by simple majority shall determine the outcome. The positions of secretary and treasurer, or other positions, shall be determined by the Executive.
- 15 At a Society meeting, the members, by a simple majority, may decide the term for each member in the Executive.
- 16 An Executive member's term will continue until the AGM of the year in which their term expires.
- 17 A vote for Executive members will occur at the AGM of the year in which the Executive member's term expires.

- 18 If the position/s of any co-chair or officer is/or becomes vacant between Annual General Meetings, the Executive may appoint another co-chair or officer from the members to fill that vacancy or vacancies until the next Annual General Meeting.

Role of the Executive

- 19 Subject to the rules of the Society, the role of the Executive is to:
- 19.1 Administer, manage, and control the Society;
 - 19.2 Make decisions on behalf of the Society;
 - 19.3 Carry out the object of the Society, and use money or other assets to do that;
 - 19.4 Manage the Society's financial affairs, including by authorising any payments;
 - 19.5 Delegate responsibility to any member where necessary, including any member of the Executive or Strategy Group;
 - 19.6 Ensure that all members follow the Society's rules;
 - 19.7 Decide the times and dates for meetings, and set the agenda for meetings;
 - 19.8 Decide the procedures for dealing with complaints; and
 - 19.9 Make regulations.
- 20 The Executive has all of the powers of the Society, unless the Executive's power is limited by these rules, or by a majority decision of the Society.
- 21 All decisions of the Executive shall be by a majority vote. In the event of an equal vote, the meeting chair shall have a casting vote, that is, a second vote.
- 22 Decisions of the Executive bind the Society, unless the Executive's power is limited by these rules or by a majority decision of the Society.
- 23 The Executive may establish a Strategy Group, which will be a sub-committee of the Executive, to research and recommend to the Executive of the Society on relevant issues. Such a group shall consist of at least two Executive members and any other members appointed by the Executive.
- 24 The Executive may establish any other sub-committee it wishes. Any sub-committee may comprise members of the Executive and any other members of the Society.

Obligations of members

- 25 All members (including Executive members) shall promote the object of the Society and shall do nothing to bring the Society into disrepute.

Common seal

- 26 The co-chairs will control the use of the Society's common seal. The co-chairs will have custody of the common seal which will only be used with the authority of a majority of the Executive. Every document to which the common seal is affixed shall be signed by the co-chairs or one of the co-chairs and a member of the Executive.

Society's funds

- 27 The Society shall open a bank account into which all receipts shall be paid, and from which all payments shall be made. Three members of the Executive and/or Treasurer shall be signatories to the bank account, with any two being required to authorise payments.
- 28 The Society may request money from members on an 'as required' basis to fund any activities consistent with its purpose.
- 29 The treasurer will maintain a record of all financial transactions and provide a statement of income and expenditure for any AGM.
- 30 The Society will not borrow money.

Financial year

- 31 The Financial year to be observed by the Society will be 1st April –31 March.

Registered office

- 32 The registered office of the Society is: 143 Queens Drive, Lyall Bay, Wellington 6022.

Dispute resolution

- 33 Any disputes should be resolved by the Executive or a special meeting of members. The Executive shall decide if a special meeting is required for such resolution and, if so, an outline of the issues shall be circulated to members in advance. A decision shall be taken by a simple majority vote of those present with the chair having a casting vote.

Public statements

- 34 Public statements by or on behalf of the Society may only be made with the authority of one of the co-chairs, who may themselves make statements consistent with the Society's views. The Society will encourage a diversity of views and members are free to express their own views publicly as individuals but not to speak on behalf of the Society.

Amendment to Society rules

- 35 Amendment of these rules may be made by a two-thirds majority of the members at a meeting of the Society, details of the proposed amendment having been circulated to members at least one month (28 days) in advance.
- 36 No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status/non-profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

Winding Up

- 37 The Society may be wound up by a two-thirds majority of the members at a meeting of the Society, details of the proposal having been circulated to members at least one month (28 days) in advance.
- 38 Should the society be in credit when wound up:
- 38.1 The Society's debts, costs and liabilities shall be paid;

38.2 On winding up surplus property or assets will be used to advance a charitable purpose or charitable purposes.

39 No distribution may be made to any member of the Society.