

Rules of the Citizen Science Association of Aotearoa New Zealand Incorporated

The Society/Te Rōpū

1.0 Name/Ingoa

1.1 The name of the society is the Citizen Science Association of Aotearoa New Zealand Incorporated (known in these Rules as "the Society").

1.2 The Society is constituted under the Incorporated Societies Act 1908 by resolution dated 30 May 2019.

2.0 Registered Office/Te tari rēhita

2.1 The Registered Office of the Society shall be at such place as the Committee shall from time to time decide.

3.0 Purposes of Society/Ngā whāinga

3.1 The Purposes of the Society are to:

- i. To promote the growth and development of all forms of citizen science in Aotearoa New Zealand.
- ii. To support networking and information exchange between citizen science participants and stakeholders.
- iii. To assist data sharing and re-use opportunities through innovations such as open access repositories, and data quality and interoperability initiatives.
- iv. To support the development of technical innovations to support the collection of data by citizen scientists, and visualisation, communication, sharing and re-use of citizen science-generated data.
- v. To support the development of government and agency policies, plans, strategies, and other initiatives that promote and support citizen science projects, programmes and their outputs.
- vi. To access funding and other means to facilitate the above objectives.

3.2 Pecuniary Gain Prohibited

3.2.1 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member.

3.2.2 Any transactions between the Society and any Member, officer or member of the Committee, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

Management of the society/Whakahaere

4.0 Executive Committee/ Te komiti whakahaere

4.1 The Society shall have an Executive Committee (“the Committee”), comprising the following persons:

The office holders:

- (a) The Chair/President
- (b) The Secretary
- (c) The Treasurer

and

- (d) Such other Members as the Society shall decide.
- (e) The Chair/President role may be shared between two persons (e.g. Co-Chairs)

4.2 Only Members of the Society may be Committee Members.

4.3 There shall be a minimum of three Committee Members, in addition to the Officers.

4.4 The Society may appoint a Patron

5.0 Appointment of Committee Members

5.1 At a Society Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;
- (b) Who shall be the Chair/President, Secretary, and Treasurer;
- (c) Whether any Committee Member may hold more than one position as an officer;
- (d) How long each person will be a Committee Member ("the Term").

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

7.0 Nomination of Committee Members

7.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also section 22]. If there are insufficient

nominations to fill the vacant positions on the Committee, oral nominations may be received at the Annual general meeting, provided that no member will be elected who has not consented to being nominated. All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

8.0 Role of the Committee

8.1 Subject to the Rules of the Society, the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members abide by the Rules, and any other regulations or policies adopted by the Society;
- (g) Decide the membership categories, how a person or other entity becomes a Member and stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;

(j) Set Membership fees, including subscriptions and levies;

(k) Adopt regulations and policies.

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

9.0 Roles of Committee Members

9.1 The Chair/President is responsible for:

(a) Ensuring that the Rules are followed;

(b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;

(c) Chairing Meetings, deciding who may speak and when;

(d) Overseeing the operation of the Society;

(e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

(a) Recording the minutes of Meetings;

(b) Keeping the Register of Members;

(c) Holding the Society's records, documents, and books except those required for the Treasurer's function;

(d) Receiving and replying to correspondence as required by the Committee;

(e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.

(f) Advising the Registrar of Incorporated Societies of any changes to the Rules;

9.3 The Treasurer is responsible for:

(a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;

(b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).

(c) Providing a financial report at each Annual General Meeting;

(d) Providing financial information to the Committee as the Committee determines.

10.0 Committee Meetings

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

10.3 The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting;

10.4 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision of the Committee shall be by a majority vote;

10.5 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote. Where Co-Chairs are elected, both persons shall have a casting vote;

10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

10.7 The Secretary shall:

(a) Give all Committee Members at least 14 days Written Notice of the business to be conducted at any Committee Meeting

(b) Additionally, the Secretary will provide, appropriate:

- (i) Minutes of the previous Society Meeting;
- (ii) Inward and outward correspondence for the period since the previous Meeting;
- (iii) Notice of any motions.

10.8 The Chair/President or his nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same 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.

10.10 Subject to these Rules, the Committee may otherwise regulate its own practices;

Society membership/Mematanga

11.0 Types of Members

11.1 Membership may comprise different classes of membership as decided by the Society.

11.2 Members have the rights and responsibilities set out in these Rules.

12.0 Admission of Members

12.1 Applicants for membership must:

- (a) Complete an application form, if the Committee requires this; and
- (b) Supply any other information the Committee requires.

12.2 The Committee may interview the Applicant when it considers Membership applications.

12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

13.0 The Register of Members

13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching these Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.

(iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.

(iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

(e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

15.0 Obligations of Members

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

Money and other assets of the society/Ngā rawa

16.0 Use of Money and Other Assets

16.1 The Society may only Use Money and Other Assets if:

(a) It is for a purpose of the Society;

(b) It is not for the sole personal or individual benefit of any Member; and

(c) That Use has been approved by either the Committee or by majority vote of the Society.

17.0 Joining Fees, Subscriptions and Levies

17.1 The annual subscription for each class of membership, any amount payable on joining the Society, and any other subscription or levy shall be set by resolution of a General Meeting. The subscriptions may be set at nil for any financial year.

17.2 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

18.0 Additional Powers

18.1 The Society may:

(a) Employ people for the purposes of the Society;

(b) Exercise any power a trustee might exercise;

(c) Invest in any investment that a trustee might invest in;

(d) Borrow money and provide security for that if authorised by a majority vote at any Society Meeting.

Financial Arrangements/Whakarite pūtea

19.0 Financial Arrangements

19.1 The financial year of the Society begins on 1st April of every year and ends on 31st March of the next year.

19.2 At the first meeting of the Executive Committee following each Annual General Meeting, the Executive Committee will decide by resolution the following:

- (a) How money will be received by the Society;
- (b) Who will be entitled to produce receipts;
- (c) What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
- (d) Who will be allowed to authorise the production of cheques and the names of cheque signatories; and
- (e) Policy concerning the investment of money by the Society, including what type of investment will be permitted.

19.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.

19.4 The Society may appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

The Committee is responsible to provide the auditor with:

- a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b) Additional information that the auditor may request from the Committee for the purpose of the audit; and
- c) Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Society Meeting.

Indemnity/Inihuatia

20.0 Indemnity/Inihuatia

20.1 No Officer, member of the Committee, or general member shall be liable for the acts or defaults of any other Officer, member of the Committee or general member or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

20.2 The Officers, Committee, and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

Conduct of meetings/Te whanonga o ngā hui

21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Committee Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date (ie before 31st August). The Committee shall determine when and where the Annual General Meeting will be held within those dates.

21.3 Committee Meetings may be called by the Committee at any time.

(a) A minimum of four Committee Meetings should be held each calendar year

21.4 The Chair/President or his/her nominee shall adjourn the meeting if necessary.

21.5 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same 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.

22.0 Annual General Meeting/Ngā hui a tau

22.1 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair/President's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business.

22.2 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any the Annual General Meeting
- (b) Additionally, the Secretary will provide, appropriate:
 - (i) A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee;
 - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
 - (iii) Notice of any motions and the Committee's recommendations about those motions.
 - (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.3 All Members may attend and vote at the Annual General Meeting.

23.0 Motions/Ngā mōtini

23.1 Any Member wishing to give notice of any motion for consideration at a Society Meeting shall forward written notice of the same, signed by at least three financial members, to the Secretary, not less than 28 clear days before the date of the meeting. The Committee may consider all such notices of motion and provide recommendations to Members in respect of these. The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 66% of eligible Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members eligible to attend at least 14 days before the Society Meeting chosen by the Member; or
If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

23.2 The Committee may also decide to put forward motions to be voted on ("Committee Motions").

23.3 All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Committee Member to Chair that meeting.

23.4 On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

Signing of documents/Hainatanga

24.0 Signing of Documents and Common Seal

24.1 Documents may only be signed on behalf of the Society by those people who are authorised to do so by way of a minute of the Committee.

24.2 The Common Seal of the Association shall be held by the Secretary and shall be affixed to any document upon authorisation by way of a minute of the Committee.

Alteration of Rules/Te whakarerekētanga ture

25.0 Alteration of the Rules

25.1 These Rules may be amended or replaced by resolution at any Annual General Meeting passed by a two-thirds majority of those members present and voting, provided that no change shall:

25.1.1 detract from the exclusively charitable nature of the Society; or

25.1.2 result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable.

25.2 Copies of the proposed changes will be made available to any interested Member, together with reasons for the proposed changes and any recommendations the Committee chooses to make, in addition to the notification requirements pertaining to Annual General meetings.

25.3 If the Society is an incorporated entity, alterations shall be registered with the Registrar of Incorporated Societies within two months of the date of alteration. No change to these Rules shall take effect until the change has been registered with the Registrar of Incorporated Societies.

25.4 If the Society is a registered charitable entity, alterations shall be registered with the Charities Commission within three months of the date of alteration.

Bylaws and policies/Ngā kaupapa here

26.0 Bylaws and policies to govern the Society

26.1 The Committee may from time-to-time make, alter or rescind bylaws and policies for the general management of the society, so long as these are not repugnant to these Rules or to the provisions of law. All such bylaws and policies shall be binding on members of the Society. A copy of the bylaws and policies for the time being, shall be available for inspection by any member on request to the Secretary.

Winding up/Ka poro

27.0 Winding up

27.1 The Society may be wound up if:

27.1.1 a resolution is passed that the Society be wound up by a majority of Members present and voting at an Annual General Meeting, or

27.1.2 the objects of the Society shall fail or be frustrated.

27.2 On the winding up of the Society all surplus assets after the payment of costs, debts and liabilities will be:

27.2.1 given to some other charitable organisation within New Zealand having similar purposes to the Society, and/or

27.2.2 give to some other local charities or charities; and/or

27.2.3 given to any other charitable purpose recognised under New Zealand law, or

27.2.4 if the Members are unable to make a decision as to distribution, the remaining assets will be disposed of in accordance with the directions of the High Court.

27.3 No surplus assets may be applied for or to the personal benefit of any member.

Mediation & Arbitration/Takawaenga

28.0 Mediation & Arbitration

28.1 Any dispute arising out of or relating to these Rules may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation

between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of new Zealand Inc.

28.2 The mediation shall be terminated by-

28.2.1 The signing of a settlement agreement by the parties; or

28.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or

28.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or

28.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

28.3 If the mediation should be unsuccessful following 28.2.2, 28.2.3, 28.2.4 any dispute or difference arising shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty -one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

Definitions/Ngā whakamāramatanga

29.0 Definitions and Miscellaneous matters

29.1 In these Rules:

(a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

(b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

(c) “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

(d) “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

(e) “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

(f) It is assumed that

(i) Where a masculine is used, the feminine is included

(ii) Where the singular is used, plural forms of the noun are also inferred

(iii) Headings are a matter of reference

(g) Matters not covered in these Rules shall be decided upon by the Committee.

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Approved by resolution at CSAANZ AGM held 20.08.20

Signed:



Shane Orchard, Co-chair



Monica Peters, Co-chair



Elise Smith, Executive Committee member