

**CONSTITUTION OF
THE TREE COUNCIL (AUCKLAND) INCORPORATED
October 2023**

NAME

1. The name of the Society is THE TREE COUNCIL (AUCKLAND) INCORPORATED (herein referred to as 'the Council')

OBJECTIVES / PURPOSES

2. The objectives / purposes for which the Council is established are as follows:
 - (a) To promote (and advocate for) effective programmes for the protection, management and planting of trees in the Auckland region so as to improve the quality of life and landscape.

To promote and support the RMA, other legislation, regulations, ordinances, programmes, and education, to protect trees and promote planting of trees.
 - (b) To collect, prepare, disseminate information, knowledge, understanding and appreciation of trees and their care.
 - (c) To maintain a focal point of information about trees.

OFFICE

3. The registered office of the Council shall be situated at 36 McEldowney Road, Titirangi, Auckland or at such other place as the Council may from time to time determine.

MEMBERSHIP

4. Voting membership of the Council shall be restricted to the following:
 - (a) Ordinary Members: Individuals, Incorporated Societies and Charitable Trusts who are actively concerned with the protection, care or planting of trees in the Auckland region and who pay the prescribed annual membership fee to the Council. Such members shall be called Ordinary Members and each such member shall have one vote at all General Meetings of the Council and in the election of officers of the Council. Such Members must consent to becoming a Member by the paying of the prescribed annual membership fee.
 - (b) Students/Unwaged Members: Individuals who at the time of paying their annual membership fee to the Council are either studying and on a student income, or are unwaged and pay the reduced membership

fee (see 5. below). Such members shall be called Student/Unwaged Members and each member shall have one vote at all General Meetings of the Council and in the election of officers of the Council. Such Members must consent to becoming a Member by the paying of the prescribed annual membership fee.

- (c) Honorary Life Members: Any Annual General Meeting of the Council may elect to Honorary Life Membership of the Council any person who shall have rendered distinguished service to the Council for a period of not less than five years. There is no annual membership fee associated with Honorary Life Membership.

- 5. Membership fees: Fees for membership shall be determined from time to time by any General Meeting of the Council which may determine different fees for such types of members as it shall think fit.

Notice of the fees payable by members shall be given by the Board of Directors at such time as it considers appropriate. Such fees shall be put in place at the beginning of the next financial year. Annual membership fees are for the period of the Council's financial year.

The financial year of the Council shall run from 1st April to 31st March for its Annual accounts and its membership fees.

- 6. Cessation of membership: Membership of the Council shall cease immediately upon three quarters of the Board members attending a special meeting and concluding, by a simple majority, that the member in question has failed to comply with obligations imposed upon the member by this Constitution or that for any reason it is no longer desirable that such member remain a member. Any member whose membership is so terminated shall be entitled to appeal to the next succeeding Annual or Special General Meeting. At such meeting, the member shall be entitled to be heard, call witnesses, and be represented by Counsel. The decision, by simple majority, of such General meeting shall be final. Membership of the Council ceases if the Member fails to pay the prescribed annual membership fee when it falls due.
- 7. Register of members: A Register of Members will be kept by the Association and maintained by the Secretary. The Register will state the name, address and contact details of each Member and the date the Member joined.

ANNUAL GENERAL MEETING

- 7. The Annual General Meeting of the Council shall be held as near as may be practicable to the middle of each financial year upon a date and a time and place to be fixed by the Board of Directors, or in its default, absence or inability, by the secretary, for the following purposes:
 - (a) To receive from the Board of Directors a report, balance sheet and statement of accounts (prepared by the Treasurer) for the preceding year terminating on 31st March and an estimate of the receipts and expenditure of the current year.

- (b) To receive an activities report from the Chair of the Board of Directors.
- (c) To fill any vacancies in the Board of Directors.
- (d) To decide on any resolution which may have been submitted to the meeting.

SPECIAL GENERAL MEETING

- 8. The Board of Directors, or in its absence or inability to act, the Secretary or any two members of the Board of Directors, may at any time for any special purpose call a special general meeting of the Council. A special general meeting can also be called forthwith upon the requisition in writing of any seven voting members. In both cases the notice of meeting needs to state the purposes for which the meeting is required.

NOTICE OF ANNUAL and SPECIAL GENERAL MEETINGS

- 9. One month before any Annual General meeting or special general meeting of the Council a notice thereof and of the business to be transacted thereat together with a copy of the report and balance sheet in the case of the Annual General Meeting shall be sent to every member, and no business other than that of which notice has been given shall be brought forward at any such meeting.
- 10. Every notice required to be given to the members or any of them shall be deemed to have been duly delivered, if posted to them in a prepaid letter addressed to them at their last known place of residence or business, or sent electronically to their email address, at least one day prior to the commencement of the relevant period of notice.

PROCEDURE AT MEETINGS

- 11. At all Annual General meetings and special general meetings the Chair of the Board of Directors, if present, shall take the chair. The meeting shall otherwise elect a Chair for the purpose of the meeting, by simple majority.
- 12. At any Annual General meeting or special general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded. Upon such demand, a poll shall be taken at the relevant meeting in such manner as the Chair directs.
- 13. In the case of equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote. On a show of hands or on a poll, every member present shall have one vote. Proxy, postal or electronic votes will not be accepted.
- 14. A declaration by the Chair that a resolution has, on a show of hands or on a poll, been carried or carried unanimously, or by a particular majority, or lost, and duly entered in the Minutes of the Council, shall be conclusive evidence of the fact.

15. At all Annual General meetings or special general meetings, ten voting members shall constitute a quorum. The Chair may determine conclusively at the meetings any question arising as to accreditation or representation of those people present to vote.
16. Minutes of the meetings will be recorded by the Secretary, or other appointed person.

MANAGEMENT

Management of the affairs of the Council shall be vested in a Board of Directors constituted as follows:

17. A minimum of Four (4) and up to a maximum of Ten (10) Directors elected at each Annual General Meeting.

The election of the ten Directors of the Board shall include election of the following positions:– Chair, Secretary, Treasurer.

Other portfolios, including the position of Contact Officer, can be appointed by the Board at the first Board of Directors meeting following the Annual General Meeting.

Election of Directors shall be for a period of one year, but each Director may be elected or nominated for a further term or terms.

18. The Board of Directors shall have power to co-opt up to a further 3 members effective until the next Annual General Meeting.
19. Candidates for election to the Board of Directors shall be nominated by a member in writing to the secretary at least 6 weeks before the date of the Annual General Meeting, and this nomination shall be signed by the proposed candidate. This time requirement is so that information on members presenting themselves for election can be sent out with the AGM information 4 (four) weeks before the meeting date.
20. A member of the Board of Directors shall cease to hold office if he/she is absent from 3 consecutive meetings of the Board of Directors without the consent of the Board or if a resolution that he/she be removed from office is passed by a simple majority present at a special general meeting of the Council convened for that purpose, or in the case of a Grievance having passed through the Grievance Procedure and been upheld.

PROCEDURE OF BOARD OF DIRECTORS

21. The quorum for meetings of the Board of Directors shall be four persons present in person or via video conference.

22. Meetings of the Board of Directors shall be held from time to time as determined by the Board of Directors. The Chair or any two other members of the Board of Directors may call an extraordinary meeting of the Board of Directors by giving not less than seven clear days of notice to the Secretary and at such extraordinary meeting of the Board of Directors no business other than that specified in the notice shall be considered.
23. At the first meeting of the Board of Directors in each financial year, the members may appoint any other additional portfolios as they require, other than those elected at the Annual General meeting. Such appointments shall continue until otherwise resolved by the Board of Directors.
24. At all meetings of the Board of Directors, the Chair, or in his/her absence any other person appointed to act as Chair by members present at the meeting, shall take the chair and every Director shall be entitled on every motion to one vote exercised in person or in writing and in the case of an equality of votes, the Chair shall have a casting as well as a deliberative vote.

POWERS OF BOARD OF DIRECTORS

25. The Board of Directors shall have the responsibility of the day to day management of the affairs of the Council, and may establish such subcommittees with such delegated powers as it thinks fit, or may appoint or employ such person or persons as it may think appropriate to carry out any of the affairs of the Council.
26. It shall be the duty of the Board of Directors generally:-
- To conduct the affairs of the Council to the best of the respective abilities of its members.
 - To keep proper and usual books of account, and such other records of the business of the Council as may be lawfully required.
 - To notify members of intended meetings, and the business to be transacted thereat.
 - To prepare and submit to the Annual General Meeting a report, balance sheet and statement of accounts and such other information as may be required under this constitution.
27. The **President / Chair** is responsible for:
- Ensuring that the Rules are followed;
 - Convening Meetings and establishing whether a quorum is present;
 - Chairing Meetings, deciding who may speak and when;
 - Overseeing the operation of the Association
 - Providing a report on the operations of the Association at each Annual General Meeting.
28. The **Secretary** is responsible for:
- Recording the minutes of meetings;
 - Keeping the Register of Members;

- Holding the Association's records, documents and books (except those required for the Treasurer's function);
- Receiving and replying to correspondence as required by the Executive Committee;

29. The **Treasurer's** duty shall be:-

- To receive money on behalf of the Council, account for it, and make payments authorised.
- To open and operate bank accounts in the name of the Council.
- To invest money not required for the immediate use of the Council on such terms as may from time to time be authorised by the Board of Directors.

30. The **Contact Officer** is responsible for:

- Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- Advising the Registrar of Incorporated Societies of any rule changes;
- Being the primary contact for communications between the Association and the Registrar of Incorporated Societies (the Statutory Officer).

31. No statement on behalf of the Council shall be made by any member except a person appointed for the purpose and acting within any policy guidelines established by the Board of Directors.

COMPLAINTS AND GRIEVANCES PROCEDURE

32. Complaints: member's right to be heard

- a. If a society considers a complaint, or institutes a disciplinary procedure, regarding alleged misconduct of a member, the member has a right to be heard before the complaint or procedure is resolved or any outcome is determined. The procedure must be consistent with the rules of natural justice.
- b. Without limiting the manner in which a member may be given a right to be heard, a member must be taken to have been given the right if—
 - i. the member is fairly advised of all allegations concerning the member, with sufficient details and time given to enable the member to prepare a response; and
 - ii. the member has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iv. an oral hearing (if any) is held before the decision maker and the member's written statement or submissions are considered by the decision maker.

33. Grievances: member's right to be heard

- a. If a society considers a member's grievance alleging damage to the member's rights or interests as a member or to members' rights or interests

generally, the member has a right to be heard before the grievance is resolved or any outcome is determined.

b. Without limiting the manner in which a member may be given the right to be heard, a member must be taken to have been given the right if—

- i. the member has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- iii. an oral hearing (if any) is held before the decision maker and the member's written statement or submissions are considered by the decision maker.

34. Investigating and determining complaint or grievance

a. A society must, as soon as is reasonably practicable after receiving a complaint or grievance made in accordance with its constitution, investigate and determine the complaint or grievance.

b. Those complaints and grievances must be dealt with by the society in a fair, efficient, and effective manner.

35. Society may decide not to progress complaint or grievance

a. Despite clause 31, a society may decide not to proceed with a matter further if—

- i. the matter is trivial; or
- ii. the matter does not appear to disclose—
 1. in the case of a complaint, any material misconduct; or
 2. in the case of grievance, any material damage to a member's rights or interests; or
 3. the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
 4. the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
 5. the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the society.

36. Society may refer complaint to subcommittee or other investigator

a. A society may refer a complaint or grievance to—

- i. a subcommittee or an external person to investigate and report; or
- ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

37. Decision makers

a. A person may not act as a decision maker in relation to a complaint or grievance if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not—

- i. be impartial; or
- ii. be able to consider the matter without a predetermined view.

SEAL

38. The common seal of the Council shall be that appointed by the Board of Directors who shall be responsible for its safe custody and control. Whenever the common seal of the Council is required to be affixed to any deed, document, writing or other instrument, the seal shall be affixed pursuant to a resolution of the Board of Directors or of the Council by any two members of the Board of Directors and the person so affixing the seal shall at the time sign the document to which the seal is affixed.

ALTERATION OF RULES

39. The foregoing rules shall come into force from the date of issue of a certificate of Incorporation by the Registrar of Incorporated Societies and shall not be altered, amended, added to or rescinded except by a three-fifths majority of the votes cast by members present at a special general meeting convened for that purpose or at an Annual General Meeting. Notice of all proposed alterations to the rules must be in writing and must reach the Secretary in sufficient time for them to be included in the notice of the special general meeting or Annual General Meeting, at which they are to be considered. Any amendment to the rules shall not come into force until registered by the Registrar of Incorporated Societies.

DISSOLUTION

40. If any property remains after winding up or dissolution of the Council and the settlement of all the Council's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of the Council.

This constitution was amended and agreed at the Annual General Meeting of The Tree Council on 5 October 2023.