

**SOCIETY FOR RESEARCH ON AMPHIBIANS AND REPTILES
IN NEW ZEALAND (INCORPORATED)**

RULES

1. NAME

The name of the Society shall be the Society for Research on Amphibians and Reptiles in New Zealand (Incorporated), hereinafter called the Society.

2. OBJECTS

The objects of the Society shall be to:

- (i) promote the scientific study of all aspects of the biology of the amphibians and reptiles of the New Zealand Region;
- (ii) promote the conservation of the indigenous amphibians and reptiles of the New Zealand Region.

3. MEMBERSHIP

Membership of the Society shall be professional scientists, scientifically-interested amateurs, and the professional staff of institutions engaged in the study of the amphibians and reptiles of New Zealand, admitted to the Society at the discretion of the Council.

- (a) There shall be four classes of members:
 - (i) Ordinary Members
 - (ii) Concessionary Members
 - (iii) Honorary Life Members
 - (iv) Institutional Members
- (b) The Council may elect any person as an Ordinary Member, or as the representative of an Institutional Member or, subject to Rule 3(c), as a Concessionary Member of the Society on receiving:
 - i. the recommendation of two members of the Society to elect that person as a member, and
 - ii. that person's signed consent to become a member, and
 - iii. that person's membership dues.
- (c) Only a full-time *bona fide* student proceeding to an academic qualification up to and including the degree of PhD, or a person in financial hardship (as approved by two Officers) shall be eligible for election as a Concessionary Member. Any Concessionary Member

ceasing to be so eligible shall, at the end of the financial year, become *ipso facto* an Ordinary Member of the Society.

- (d) Any member who has given outstanding service to the study of amphibians and/or reptiles in New Zealand may, on the recommendation of the Council, be elected as an Honorary Life Member at any Annual or Special General Meeting.
- (e) Institutional membership will be restricted to recognised bodies such as a library, school, or society or club with interests shared by SRARNZ who shall be accepted at the Council's discretion and who shall pay a subscription at a rate determined by the Council. Institutional members shall receive all publications and notices which are available as part of the annual subscription, but shall have no voting rights or rights for individual participation in SRARNZ activities.
- (f) Any member of the Society may resign by giving notice in writing to the Secretary and paying all subscriptions due; provided that any member giving such notice before 31st September shall not be liable to pay the subscription for that year.
- (g) Any member whose annual subscription is more than two years in arrears shall be removed from membership of the Society and may be readmitted by resolution of the Council on payment of all arrears.
- (h) The Secretary shall keep a register of current and former members including:
 - i. The member's name
 - ii. The member's email address and phone number
 - iii. The date on which the member became a member
 - iv. The date on which the member ceased to be a member.

4. SUBSCRIPTION

- (a) The annual subscription shall be such sum or sums as the Council shall decide.
- (b) The first subscription for a candidate for membership shall be forwarded to the Treasurer with the application, and election shall not take effect until the subscription has been received.
- (c) All subscriptions after the first shall become due and payable on the first day of each financial year. Payment of an annual subscription shall indicate the paying member's consent to be a member of the Society.
- (d) Each person elected as a member shall be given notice thereof in writing by the Treasurer.
- (e) The Secretary shall make available to any member on request a copy of the rules.
- (f) In exceptional circumstances the Council may by resolution remit the payment of any annual subscription or part thereof.

5. COUNCIL

- (a) The Council shall consist of at least four Officers, being the following:

- (i) The President and Vice-President and either a Secretary and a Treasurer or a Secretary-Treasurer
- (ii) Any number of financial members as the Annual General Meeting shall decide.

- (b) All members of the Council are Officers.
- (c) All members of the Council shall be financial members of the Society.
- (d) The President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer), and other Officers shall be elected by successive votes in that order at the Annual General Meeting.
- (e) Candidates for positions as Officers, shall be nominated by members of the Society at the Annual General Meeting, or in writing signed by any two members, received by the Secretary before the date of each meeting. Each candidate shall before election signify in writing their acceptance of nomination and consent to be an Officer of the Society.
- (f) The Officers shall be elected to serve a term of one year.
- (g) All Officers shall be eligible for immediate re-election.
- (h) The Council shall have the power to appoint members of the Society to fill any casual vacancies and to co-opt additional Officers if the need arises.
- (i) The Officers of the Council shall take office immediately after the close of the Annual General Meeting at which they are elected and shall have full control of the management of the Society except where otherwise provided in these rules.
- (j) At any meeting of the Council, four Officers shall form a quorum.
- (k) The Council shall appoint a contact person from among the Officers at the Annual General Meeting. The role of the contact person is to communicate with the New Zealand Companies Office and Incorporated Societies Register.
- (l) An Officer shall be removed as an Officer by resolution of the Council where in the opinion of the Council:
 - i. The Officer has brought the Society into disrepute, or
 - ii. The Council passes a vote of no-confidence in the Officer

With effect from the date specified in a resolution of the Council. Any resolution of the Council to remove an Officer must be passed by a two-thirds majority.

- (m) There shall be an Honorary Accountant appointed at each AGM, whose role is to review the annual accounts and who shall not be a financial member of the Society, an Officer or a member of the Council.

6. FINANCES

- (a) The control and investment of the funds of the Society shall be wholly within the power of the Council, which may open and operate accounts at any bank or banks as it deems fit. Any such

accounts shall administered by the Treasurer (or Secretary-Treasurer) and any two Officers appointed for that purpose; withdrawals or transfers of funds shall be approved by two Officers.

- (b) The Treasurer shall keep a correct account of all funds received and expended by the Society, and shall prepare at the end of each financial year a Balance Sheet and Statement of Accounts for that year.
- (c) An assurance review shall be required at the end of each financial year by an Honorary Accountant, who shall be a member of the New Zealand Institute of Accountants. The Honorary Accountant shall be appointed each year by the new Council, with reappointment in case of a casual vacancy made by the Council as required.
- (d) The financial year of the Society shall end on the 30th September in each year.
- (e) The Society shall not have the power to borrow money.

7. MEETINGS

- (a) The Society shall hold at least one General Meeting in each financial year.
- (b) At one of the Society's General Meetings, being held within six months after the Society's balance date and no more than 15 months after the previous Annual General Meeting, there shall be a business session which shall constitute the Annual General Meeting of the Society. At this session, the Society shall:
 - (i) Receive from the Council a Report, Balance Sheet, and Statement of Accounts for the preceding financial year.
 - (ii) Elect the Officers for the ensuing year.
 - (iii) Decide on any motion which may be duly submitted to the meeting.
- (c) The Secretary shall keep Minutes of all General Meetings.
- (d) A Special General Meeting shall be held at any time by resolution of the Council or within six weeks of receipt by the Secretary of a requisition signed by at least half of the financial members specifying the purpose for which the meeting is to be called.
- (e) Notice of each Annual and Special General Meeting shall be sent to each member by email at least twenty-eight days before that meeting. Agenda for each General Meeting shall be sent to each member by email at least fourteen days before that meeting. Amendments to the Agenda must be received at least seven days before any General Meeting.
- (f) At any Annual or Special General Meeting no motion not included in the notice calling the meeting may be proposed, discussed, or put to the vote except by consent of two-thirds of the members present. Members unable to attend a Special General Meeting may express views by proxy or in writing. A Special General Meeting is empowered only to make recommendations which the Council may refer to an email vote.

- (g) When an email vote is called for, the Secretary or Secretary-Treasurer must notify members of the closing date in sufficient time to allow for a reply to be received from the registered addresses of members. Decisions of an email vote shall be by simple majority of the votes cast. For the purposes of such an email vote, one third of the membership shall constitute a quorum. In the absence of a quorum, decisions shall be referred to a Special General Meeting or the next Annual General Meeting.
- (h) The Annual Report, Balance Sheet, and Statement of Accounts for each financial year shall be circulated to all members at least fourteen days before the next Annual General Meeting.
- (i) At any Annual or Special Meeting 10 members shall constitute a quorum.
- (j) At any General Meeting, or Council meeting, the Chair shall be taken by the President or, in the President's absence, the Vice President or a member elected by the meeting.
- (k) At any meeting, voting shall be on the voices or show of hands or by ballot at the discretion of the Chairperson, PROVIDED THAT, if any member shall so demand, voting shall be by ballot. The chairperson shall have a deliberative and a casting vote.

8. ALTERATION OF RULES

- (a) Any alteration, addition, or rescission in these rules shall be made only at an Annual or Special General Meeting.
- (b) Notice of the proposed alteration, addition, or rescission shall be sent to every member at least fourteen days prior to the meeting.
- (c) The meeting may amend any such proposals.
- (d) No resolution shall effect any alteration of these rules unless assented by two-thirds of the members of the meeting.

9. INTERPRETATION OF RULES

The decision of the Council as to the interpretation of these rules shall be final and binding on all parties except at any Annual or Special General Meeting when the decision of the Chairperson of such meeting shall be final and binding on all parties.

10. DISPUTE RESOLUTION

- (a) A member or an officer may make a complaint by giving to the Council (or a complaints subcommittee) a notice in writing that —
 - (i) states that the member or officer is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
 - (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (iii) sets out any other information reasonably required by the Society.

- (b) The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
 - (i) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
 - (ii) sets out the allegation to which the dispute relates.
- (c) The information given under subclause 11(a)(ii) or 11(a)(iii) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by the Society's constitution.
- (e) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (f) If the Society makes a complaint —
 - (i) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (ii) an officer may exercise that right on behalf of the Society.
- (g) Without limiting the manner in which the member, officer, or Society may be given the right to be heard, they must be taken to have been given the right if —
 - (i) they have 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
 - (iv) the member's, officer's, or Society's written statement or submissions (if any) are considered by the decision maker.
- (h) This clause applies if a complaint involves an allegation that a member, an officer, or the Society (the respondent) —
 - (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - (iii) has damaged the rights or interests of a member or the rights or interests of members generally.
- (i) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (j) If the respondent is the Society, an officer may exercise the right on behalf of the Society.

- (k) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (ii) the respondent 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
 - (v) the respondent's written statement or submissions (if any) are considered by the decision maker.
- (l) The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- (m) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner. Despite the clause 'Investigating and determining dispute' above, the Society may decide not to proceed further with a complaint if —
 - (i) the complaint is trivial; or
 - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a member or an Officer has engaged in material misconduct:
 - b. that a member, an officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022:
 - c. that a member's rights or interests or members' rights or interests generally have been materially damaged:
 - (iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (iv) the person who makes the complaint has an insignificant interest in the matter; or
 - (v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - (vi) there has been an undue delay in making the complaint.
- (n) The Society may refer a complaint 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.

- (o) The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- (p) A person may not act as a decision maker in relation to a complaint if 2 or more members of the Council or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —
 - (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.

11. WINDING UP

- (a) In the event of dissolution of the Society any remaining assets of the Society after payment of all liabilities shall be given to a not-for-profit group with similar objectives to the Society, to be chosen by resolution at the last General Meeting or if no such decision is made, to the Royal Society of New Zealand.
- (b) Any surplus assets shall not be distributed to any member of the Society.

12. NICOLA GRIMMOND AWARD also known as SRARNZ STUDENT PRIZE

Nicola Grimmond Award – to be awarded at Biennial Conferences

- (a) Administration of fund
 - i. Capital: A dedicated bank account will hold funds for the Nicola Grimmond Award. The account will be interest-bearing. Funds will accrue to this account by donation and from the general SRARNZ funds from time to time as the Council decides.
 - ii. Monies to be awarded: The money used for the biennial award(s) will come from interest earned by the award fund account plus (initially) funds from the general SRARNZ account. The amount of the award(s) will be decided by the Council prior to each Conference. The amount should be at least the value of a useful book (e.g. \$100 in 2001) and include a one-year student membership to SRARNZ.
 - iii. Fund raising: The Council will increase the dedicated award fund by encouraging waged and/or senior SRARNZ members to contribute. Potential benefactors outside the SRARNZ membership may be approached for contributions from time to time.
- (b) Award of the Nicola Grimmond Award(s)
 - i. Categories: The award will be awarded to the best student presentation(s) at SRARNZ biennial conferences. Depending on available funds, more than one category may be awarded.
 - ii. Criteria and eligibility: “Student” means that the research work presented was done by the person while enrolled in an educational institution. The work must be presented within three years of the educational qualification being awarded. Joint authorship will

only be eligible where either both authors are students or where the non-student author(s) are both secondary and minor e.g. when a co-author is a supervisor (eligibility decided by the judges).

- iii. Adjudication: For each conference at least two judges will be appointed to make the award(s). The judges will normally be SRARNZ members. Any judge who is co-author of an application for the award will not be involved in assessing that application. The judges will decide eligibility (Rule 13(b)(ii)) and recommend the award of prize(s) based on their assessment of the presentations. No prize will be awarded if the judges so deem.