

# RULES OF THE NEW ZEALAND BIOSECURITY INSTITUTE INCORPORATED

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## **1. Name**

The Society shall be called the New Zealand Biosecurity Institute Incorporated (NZBI).

## **2. Registered Office**

The registered office of the NZBI shall be situated at such place as the Executive shall from time to time determine in accordance with the Incorporated Societies Act 1908, but this will usually be the contact address for the National Secretary.

## **3. Mission Statement and Aims**

### **3.1 Mission Statement**

Working together to ensure New Zealand is protected from the adverse impacts of invasive species.

### **3.2 Aims**

Our aims are to:

- Raise awareness of the Institute and biosecurity issues;
- Encourage the development and application of best practice in biosecurity;
- Connect people and organisations to share knowledge; and
- Create opportunities for professional development of members.

#### **4. Membership**

- 4.1 There shall be three classes of membership: Financial Member, Trial Member, and Life Member.
- 4.2 Any person with an interest in biosecurity issues may apply for membership by writing to the Membership Officer or by applying on-line. After being accepted by a simple majority at the next Annual General Meeting or Executive meeting, and having paid their subscription, they can become a financial member of the NZBI.
- 4.3 Any member may resign from the NZBI by giving at least one month's notice to the Secretary. Any money payable to the NZBI at the time of the resignation shall remain a debt owed to the NZBI. Any former member must repay any such debt in full before they can rejoin, at the discretion of the Executive.
- 4.4 A register of members showing names and contact details of members shall be kept at the registered office of the NZBI and also in the members' only section of our website.
- 4.5 Any member shall be liable to suspension or expulsion from the NZBI if he or she:
- a. is found by a Court of Law to be guilty of any offence which in the opinion of the Executive. is discreditable to the NZBI, or
  - b. is found by the Executive. to have committed some act of omission or commission amounting to unprofessional conduct that is discreditable to the NZBI.

The member shall be given written notice (of the intention to suspend or expel them), and reasonable opportunity to appear in person before the Executive. to give his/her explanation, or to submit such explanation in writing of such defence. Any such suspension or expulsion of a member recommended by the Executive. can only be confirmed by a majority of members present at an Annual General Meeting. There will be no right of appeal. The decision of the Annual General Meeting shall be final.

#### **5. Life Members and Fellows**

The NZBI may at an Annual General Meeting on the recommendation of the Executive, bestow Life Membership or Fellowship upon any member in recognition of a long and honourable or distinctive service rendered to the NZBI. Guidelines are available to help the Executive with such decisions. The bestowal of Life Membership shall require a majority of 75% of those members present at the Annual General Meeting. Any person elected a Life Member shall be entitled to all the privileges of a Financial Member during his/her lifetime without payment of any contribution or dues and shall have the full rights as a Financial Member of the NZBI. The bestowal of a Fellowship shall be decided by the Executive and is an honorary title only.

#### **6. Trial Members**

Delegates attending the annual conference for the first time, and who have never been a financial member of the NZBI, will be offered a free trial membership (as a tick box on the registration form) until the end of the next financial year. At this time they will be given the opportunity to

join as a full member and if they do not accept their membership will be terminated. Trial members have full voting rights.

## **7. Code of Ethics**

Members must seek to:

- a. promote the objectives of the NZBI;
- b. through their conduct uphold the dignity, standing, and good reputation of the NZBI;
- c. act in a friendly, fair, and honourable manner in all dealings with other members and not do anything that may unjustly or unfairly affect the reputation of another member;
- d. co-operate with and help other members.

## **8. Subscriptions**

- 8.1 The annual subscription shall be determined by the Executive and confirmed at the Annual General Meeting for the succeeding year.
- 8.2 Subscriptions shall be due and payable on billing as at 1 January each year. One reminder notice will be sent out to those in arrears.
- 8.3 Where a member has not resigned and continues to remain unfinancial for a period of 4 months (after 1 January) the membership may be terminated by the Executive.
- 8.4 No member whose subscription is in arrears shall participate in any deliberations of the NZBI or be entitled to vote.

## **9. Finance**

- 9.1 All accounts shall be paid by the Treasurer and payment approved by the Executive at its next meeting.
- 9.2 Two signatories are required to authorise a payment, irrespective of the method used. The signatories will be determined by the Executive, but will usually be the President, the Secretary and the Treasurer.
- 9.3 The Executive shall appoint an Auditor and the accounts of the NZBI shall be audited annually.
- 9.4 Prior to every Annual General Meeting the Executive shall prepare a full set of estimates of income and expenditure of the NZBI for the following year. These estimates will be circulated to members at least 6 weeks prior to the Annual General Meeting so that the annual subscription can be determined, and other expenditure approved at the Annual General Meeting.
- 9.5 A Statement of Income and Expenditure for the 12 months ending 31 December, a Balance Sheet setting out Assets and Liabilities as at that date, and a statement detailing any mortgages, charges or securities affecting any property of the NZBI shall be compiled, duly audited and circulated to members at least 6 weeks prior to the Annual General Meeting.
- 9.6 Immediately after such Annual General Meetings these Statements and the Balance Sheet shall be forwarded to the Registrar of Incorporated Societies.

## **10. Branch Areas**

- 10.1 Persons within an area may hold meetings for their mutual benefit, and to this end may form a branch. Currently there are six branches: Auckland/Northland, Central North Island, Lower North Island, Top of the South, Canterbury/Westland, and Otago Southland. Branches will appoint their own Chairperson and Secretary, who must be Financial Members of the NZBI. Wherever practical these rules shall apply equally to the Branches.
- 10.2 How New Zealand shall be divided up into such areas may alter from time to time. The Secretary must be notified of any desire to alter branch areas so that any changes can be ratified at the next Annual General Meeting.
- 10.3 All Branches shall hold an annual general meeting not later than 8 weeks prior to the NZBI's Annual General Meeting.
- 10.4 Branch Management Committee members shall take office as from the respective branch annual general meeting at which they were elected.
- 10.5 Branches may apply in writing to the Executive for special grants to enable them to undertake activities.

## **11. Executive**

- 11.1 The Executive Committee of the NZBI shall consist of:
  - a. President
  - b. Vice President
  - c. Immediate Past President
  - d. Secretary
  - e. Treasurer
  - f. one member from each branch who shall be the Chairperson of each Branch
  - g. co-opted members (at the discretion of the Executive), eg membership officer, website manager, Protect editor, etc.

Job descriptions for Executive positions are available in the members' only section of the website.

- 11.2 The Executive shall be elected annually at the Annual General Meeting.
- 11.3 In the event of the Chairperson of the Branch being unable to attend any Executive meeting, the Chairperson of the Branch may appoint a substitute representative in place of such member, and that substitute shall have full powers of voting at such meeting.
- 11.4 In the event a member is voted as the Chairperson of the Branch then also the National President or Secretary or Treasurer, the Branch shall elect another member to be the Executive member.
- 11.5 Should an Executive member no longer hold a current membership to NZBI they shall resign from that committee. For the purpose of this clause, current membership means not in financial arrears of more than 4 months since the issue of the last subscription invoice.

## **12. Powers of the Executive**

- 12.1 The Executive shall have power:
  - a. to direct and manage all the affairs and business of the NZBI and generally do such things to achieve the objectives and rules of the NZBI;
  - b. to appoint sub-committees or appoint or co-opt other persons to be responsible for the various activities associated with the NZBI;
  - c. to procure professional services as and when required;
  - d. to make a final and binding decision on any question that arises in respect of the interpretation of the Constitution or any matter not provided for in the Constitution.

## **13. Executive Meetings**

- 13.1 The Executive shall meet at such a time and place as may be requested by the President or three other members of the Executive.
- 13.2 The Secretary shall give at least 14 days written notice of any proposed meeting to each member of the Executive.
- 13.3 Meetings of the Executive shall be presided over by the President, and in their absence, by the Vice President. In the absence of either such officer, the meeting shall elect a Chairperson from among the members present.
- 13.4 A Quorum for a meeting of the Executive shall be five Executive members.
- 13.5 For routine or urgent business decisions can be made via email discussion and will be documented by the National Secretary.

#### **14. Annual General Meetings**

- 14.1 An Annual General Meeting shall be held at such time, and place as directed by the majority of the members present at the previous Annual General Meeting.
- 14.2 Members shall be given no less than 6 weeks' notice of the date of the meeting and the notice shall specify the general business to be transacted.
- 14.3 Notices of Motion (remits) affecting the constitution or rules of the NZBI for consideration by the Annual General Meeting must be supported by written comment, and be in the hands of the Secretary from members or branch secretaries not less than 6 weeks prior to the date of the Annual General Meeting.
- 14.4 Other Notices of Motion (remits) may be brought before the Annual General Meeting with the sanction of the majority of those members present, subject to reasonable prior notice being given to the Chairperson of that meeting.
- 14.5 Other matters that Branches want to raise at the Annual General Meeting should be provided in writing with supporting information that can be circulated to members no later than 10 working days before the AGM. Other items may be discussed at the discretion of the meeting.
- 14.6 Branches should submit nominations for national office to the Secretary at least 6 weeks prior to the Annual General Meeting. Where there is more than one nomination for a position nominees will be required to submit some brief notes about themselves that can be circulated to members prior to the Annual General Meeting. Further nominations may be accepted from the floor at the Annual General Meeting.
- 14.7 If there are more nominations than the number required, a ballot under the preferential voting system shall be taken.
- 14.8 The Quorum for the Annual General Meeting shall be 10% of the Financial Members of the NZBI.

#### **15. Special General Meetings**

- 15.1 A Special General Meeting of the NZBI shall be convened by the Secretary when directed by a requisition signed by 50% of the Executive members or by 10% of the NZBI members.

- 15.2 The Quorum for a Special General Meeting shall be 10% of the Financial Members of the NZBI.

**16. Special Emergency Committee**

- 16.1 A Special Emergency Committee shall comprise of the President, a Vice President, Secretary and one other Executive Member. All business pertaining to such emergency shall be approved by a postal or email vote of the full Executive within 7 days.

**17. Voting**

- 17.1 At an Annual and/or Special General Meeting, **every** Financial Member or Life Member present shall be entitled, on every motion, to one vote exercised in person. In the case of an equality of votes the Chairperson shall have a casting vote.
- 17.2 The mode of voting on elections at the Annual General Meeting, Special General Meeting and election of Life Members shall be by secret ballot under the preferential voting system.
- 17.3 A Financial Member shall be limited to a maximum of three proxy votes, and these proxy votes must be in writing and in the hands of the Secretary 24 hours before the meeting is due to start.

**18. Procedure**

- 18.1 All meetings shall be conducted in accordance with the recognised rules of debate (eg the Penguin Guide to Chairing Meetings, John Milligan, 1999).
- 18.2 Every question submitted to a meeting shall be decided in the first instance on voices, and in the case of decisions being in doubt, by a show of hands. Every person entitled to vote shall have one vote. Unless a poll is demanded by the Chairperson, or one-third of the members present, a declaration by the Chairperson, that a resolution has been carried or not carried, as the case may be, shall be taken in such manner and at such time as the Chairperson of the meeting may direct. The demand for a poll may be withdrawn.
- 18.3 The mover of any motion shall be allowed three minutes speaking time only. Any other speaker may only speak once to the motion or any subsequent amendments for two minutes only. The mover of a motion has the right of reply and shall be allowed only two minutes speaking time. Extra time may be extended to any speaker by the Chairperson subject to the approval of the meeting.

**19. Minutes**

Minutes shall be kept of all proceedings of all Meetings of the NZBI, the Branches, the Executive and where practicable, of any Committees or Sub-Committees. Copies of such minutes must be sent to the Secretary as soon as practicable after such meeting and loaded on the NZBI website.

**20. Honoraria**

The NZBI may pay any such Honoraria as may be determined by the Annual General Meeting.

**21. Investment and Borrowing Powers**

21.1 The Executive may from time to time invest monies in such forms of investment as are authorised for investment of trust monies.

21.2 The Executive may, if it thinks fit, obtain overdraft with its Bankers to the maximum of half the total sum of monies expected as subscriptions from members of the NZBI in that financial year the overdraft is required.

## **22 NETS**

22.1 The NZBI will where possible hold a National Education and Training Seminar (NETS) annually, and the Annual General Meeting will normally be held in conjunction with this event. Branches will take turns at hosting NETS and may second non-members on the organising committee. Normally at least one Executive member will be on the organizing committee.

22.2 The organising committee may approach the Executive for seeding money if required, and must endeavour to at least cover costs but where possible make a surplus. Where a net surplus is made this will be paid over to the NZBI. However, Branches can apply to the Executive for a maximum of 10% of the net surplus to be retained by the host Branch.

22.3 The organising committee shall follow NETS organising guidelines, which will be set by the Executive. Should an organizing committee wish to deviate significantly from these guidelines, approval from the Executive shall be obtained.

## **23. Alteration of Rules**

23.1 The Constitution may only be amended by the authority of members at any Annual General Meeting.

23.2 Any two or more members may propose any amendment to the Constitution by Notice of Motion. The Notice of Motion must be received by the Secretary at least 6 weeks before any Annual General Meeting. The agenda for the Annual General Meeting must record such a motion on notice. There shall be no bar to any amendment of a proposed change to the Constitution being decided on at the Annual General Meeting.

23.3 If a 75% majority of members vote to adopt an amendment then the Constitution may either be altered as from that time or 12 months later, at the discretion of the Executive

## **23. Affiliation**

The NZBI may from time to time develop formal relationships or affiliations with other like-minded organisations.

## **25. Policy Statements**

The NZBI may from time to time develop official policy statements which will be ratified at the Annual General Meeting and then posted on the website.

## **26. Common Seal**

The Common Seal of the NZBI shall be affixed to any documents requiring same, as the Executive may direct over the signatures of the President and Secretary, or two other members of the Executive and the Secretary.

## **27. Winding-Up**

The NZBI may be wound-up voluntarily if 75% of all current NZBI members polled on a resolution to do so, via email or other means, agree, and the resolution is confirmed at a special General Meeting called together for that purpose and held no earlier than 30 days after the date on which the resolution to be confirmed was passed.

**28. Distribution on Winding-Up**

28.1 Upon the winding-up, or dissolution of the NZBI, whether by the Registrar of Incorporated Societies or otherwise, the surplus assets and funds of the Institution after payment of all its debts and liabilities and the expenses of winding up shall be invested in an educational training organisation or charity that will be decided by the Executive.

28.2 In the event of the property being realised, there be insufficient amount to pay all the debts and liabilities of the NZBI, then the members of the year in which such winding-up take place shall be liable to contribute to the funds such an amount as is required by the Act.

**29. General**

No member or group of members shall make any public or press statement purporting to be made by or on behalf of the NZBI, except by or with the prior authority of the President. Any public or press statements must be given in writing unless authorised by the President.

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This version of the constitution was passed by a majority resolution at the Annual General Meeting of the NZBI held in Tauranga on 24 July 2019 and replaces any previous versions.