

NEW ZEALAND MARINE SCIENCES SOCIETY

TE HUNGA MĀTAI MOANA O AOTEAROA



Revision of the Rules accepted by email voting in November 2016

New Zealand Marine Sciences Society Te Hunga Mātai Moana O Aotearoa

Society Rules

1. NAME

The name of the Society shall be the New Zealand Marine Sciences Society Incorporated and its Māori equivalent, Te Hunga Mātai Moana O Aotearoa Manatōpū, hereinafter called the Society or NZMSS.

2. OBJECTIVES

The objectives of the Society shall be:

- (a) To encourage and assist marine science and research in New Zealand and to advance its understanding and application in New Zealand.
- (b) To provide means of communication among persons interested in marine science and research and to provide opportunity for them to meet by holding an annual conference. An integral part of this role is to maintain a Society website, electronic mailing list and other communication media to provide information and services to members.
- (c) To speak when required, on behalf of the interests of marine science and research in New Zealand.
- (d) To co-operate with other scientific bodies and to seek such affiliations as may be appropriate.

3. MEMBERS OF THE SOCIETY

- (a) Members of the Society (“Members”) shall be classified as follows:
 - (i) Professional Members
 - (ii) Student Members (enrolled at educational institutions)
 - (iii) Retired Members
 - (iv) Honorary Life Members
 - (v) Institutional Members

- (b) Any person with an interest in marine science may become a Member by paying the annual subscription.
- (c) The membership period is 1 April to 31 March.
- (d) A membership year shall normally include one annual conference.
- (e) Any member who has given outstanding service to marine science in New Zealand may, on the recommendation of the Council, be elected as an Honorary Life Member at any Annual or Special General Meeting. Honorary Life Members are exempt from annual subscriptions.
- (f) Any member of the Society may cancel their membership by giving notice in writing to the Secretary, paying all annual subscriptions due and ceasing to pay future annual subscription.
- (g) Any member requiring a copy of the rules of the Society may do so by requesting a copy from the Secretary or by downloading a copy from the NZMSS website.

4. ANNUAL SUBSCRIPTION

- (a) The annual subscription shall be such sum as any Annual or Special General Meeting shall from time to time decide.
- (b) All subscriptions are payable from 1 April and should be paid before the end of the annual conference.
- (c) By default the appropriate subscription will normally be included as part of the registration cost when the conference is held in New Zealand.
- (d) Members can pay their annual subscription at other times between conferences.
- (e) An email confirmation or receipt indicating that the current annual subscription has been paid is notice of membership.
- (f) Payment reminders shall be sent out after the annual conference to members who have not paid their annual subscription.
- (g) In exceptional circumstances the Council may, by resolution, remit the payment of an annual subscription or part thereof.

5. OFFICERS OF THE SOCIETY

The Officers of the Society (“Officers”) shall consist of a President, a Vice-President, a Secretary and a Treasurer, elected by the Members at the Annual General Meeting.

6. MEMBERS OF COUNCIL

- (a) The Society Council (“Council”) shall consist of the following Members (“Members of Council”):
 - (i) The Officers elected by the Annual General Meeting

- (ii) The Immediate Past President
 - (iii) A minimum of four (4) additional Members ("General Members of Council") elected by the Annual General Meeting.
- (b) Candidates for Members of the Council, including Officers, shall be nominated by any two (2) Members of the Society at the Annual General Meeting, or in writing signed by any two (2) Members and received by the Secretary before the time of such meeting. Every candidate shall before election signify personally or in writing his or her acceptance of nomination.
- (c) All Members of Council shall be eligible for immediate re-election with the provision that no person shall hold the office of President or Vice-President for more than two successive years.
- (d) The Officers (President, Vice-President, Secretary and Treasurer) shall be elected by successive ballots in that order at the Annual General Meeting.
- (e) Each Member of Council, including Officers, shall complete a Conflict of Interest Declaration Form within twenty (20) working days of election and submit this to the Immediate Past President or, if the Immediate Past President is not available for any reason, to an alternative person nominated by Council. The alternative person could be a returning Council member whose conflict of interest and qualifications have been assessed in the past, an independent, suitably qualified professional, such as an accountant or lawyer, or a nominated society member. The nomination must be supported by all elected Council members that can be contacted with reasonable effort.
- (f) Each Officer shall complete a Qualifications of Officers Declaration Form within twenty (20) working days of election and submit this to the Immediate Past President or, if the Immediate Past President is not available for any reason, to an alternative person nominated by Council. The alternative person could be a returning Council member whose conflict of interest and qualifications have been assessed in the past, an independent, suitably qualified professional, such as an accountant or lawyer, or a nominated society member. The nomination must be supported by all elected Council members that can be contacted with reasonable effort.
- (g) Scanned copies of all completed Conflict of Interest Declaration and Qualification of Officers Declaration Forms shall be saved on the NZMSS Google Drive. Originals do not need to be kept.
- (h) The General Members of the Council shall be elected by vote at the Annual General Meeting after the Officers have been elected.
- (i) The Members of 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 for in these rules.
- (j) The Council shall have powers to appoint members of the Society to fill any casual vacancies.

7. COUNCIL OPERATIONS

- (a) At any meeting of the Council four (4) Members, including at least one Officer, shall form a quorum.
- (b) The Council may delegate any of its powers and duties to sub-committees consisting of such member or members of the Society as it may resolve, provided that at least one member (1) of each sub-committee shall be a member of the Council, and may grant to such sub-committees the power to co-opt other persons whether members of the Society or not.
- (c) Meetings of the Council shall be called by the Secretary on the instructions of the President or on the receipt of a request signed by not fewer than four (4) Members of the Council.
- (d) Council meetings may be conducted face-to-face with decisions by voice or by show of hands, as well as by audio/video conference calls wherein decisions may be made by oral votes alone.

8. 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. The signatories of any such accounts shall be the Treasurer and at least three (3) other Members of Council appointed by the Council for that purpose. Electronic payments, cheques and withdrawal warrants shall be signed or authorised by any two of the signatories.
- (b) The Treasurer shall keep a correct account of all funds received and expended by the Society and provide a report on all financial activity for each meeting of the Council, and shall prepare at the end of each financial year a Balance Sheet and Statement of Accounts for that year.
- (c) The accounts of the Society shall be audited or reviewed at the end of each financial year by a person, who shall hold professional qualifications in accountancy. This person shall be appointed by Council.
- (d) The financial year of the Society shall end on the 31st March each year.
- (e) The Society shall not have the power to borrow money.

9. SOCIETY MEETINGS

- (a) The Society shall hold at least one General Meeting in each financial year. At one such meeting there shall be a business session, which shall constitute the Annual General Meeting of the Society. At this meeting 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 and Council and appoint an Auditor for the ensuing year.
 - (iii) Decide on any motion which may be duly submitted to the meeting.

- (b) The Annual General Meeting must be conducted face-to-face unless in a force majeure situation. In a force majeure situation, the Annual General Meeting may be held via audio/video conference call wherein decisions may be made by oral votes alone.
- (c) A Special General Meeting shall be held at any time by resolution of the Council or within six (6) weeks of receipt by the Secretary of a requisition signed by at least ten (10) members specifying the purpose for which the meeting is to be called.
- (d) Notice and agenda of each Annual and Special General Meeting shall be posted/emailed to each member at least fourteen (14) days before that meeting/vote.
- (e) The Annual Report, Balance Sheet and Statement of Accounts for each financial year shall be posted/emailed to all members at least fourteen (14) days before the next Annual General Meeting.
- (f) At any Annual or Special General Meeting fifteen (15) members shall constitute a quorum.
- (g) At any Annual or Special General Meeting, or Council Meeting, the chair shall be taken by the President, or if the President is absent the Vice-President, or failing that a member elected by the meeting.
- (h) At any meeting voting shall be on the voices or by show of hands or by ballot at the discretion of the chair PROVIDED THAT if any member so demand, voting shall be by ballot. The chair shall have a deliberative and a casting vote.

10. ALTERATION OF RULES

- (a) Any alteration, addition or rescission of these rules shall be made only at an Annual or Special General Meeting or by email voting with all emails returned to and votes counted by a non-voting returning officer appointed by the Council.
- (b) Notice of the proposed alteration, addition or rescission shall be posted/emailed to every member at least fourteen (14) days prior to the meeting/vote.
- (c) The meeting may amend any such proposals.
- (d) No resolution shall effect any alteration of these rules unless assented to by two-thirds of the members present at the meeting.
- (e) No addition to or alteration of the rules affecting the Society's non-profit aims or winding up clause shall be made without the approval of the Registrar of Incorporated Societies, and 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.

10. INTERPRETATION OF THE 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 chair of such meeting will be final and binding on all parties.

11. COMMON SEAL, LETTERHEAD AND LOGO

The common seal of the Society shall be in the custody of the Secretary, who shall in pursuance of a resolution of the Council to that effect, affix the same to all instruments requiring the same.

Use of the NZMSS digital letterhead or logo is restricted to documents, real and virtual, that represent the opinion of the Society, as endorsed by the NZMSS Council or General Meeting. Copies of the letterhead and logo shall be held by the Secretary.

12. WINDING UP

If upon winding up or dissolution of the organization there remains after the satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid to or distributed among the members but shall be given or transferred to an income tax exempt organization with similar objectives or to some other charitable purpose within New Zealand.

13. AWARDS

Periodically the Council may present an award, known as the New Zealand Marine Sciences Society Award ("NZMSS Award") to any person who they believe has made an outstanding contribution to the advancement of marine science. The presentation of the NZMSS Award shall be accompanied by a trophy, whose nature shall be determined by Council from time to time, and by Honorary Life Membership.

The Council may also present an award, known as the New Zealand Marine Sciences Society John Morton Medal ("NZMSS John Morton Medal") to any person whose scientific work has, in the opinion of the Council, made an outstanding contribution to the advancement of marine conservation and sustainability in New Zealand. The presentation of the NZMSS John Morton Medal shall be accompanied by a plaque, whose nature shall be determined by Council from time to time. A call for nominations and presentation of the NZMSS John Morton Medal is at Council's discretion.

The Council may present awards to Student Members, including a NZMSS Student Research Grant (targeted at allowing graduate researchers to extend their work beyond the limits of restricted academic funding and providing exposure to outstanding young scientists), a NZMSS First Overseas Conference Travel Fund (targeted at allowing outstanding young scientists to present their research to an international audience at an overseas conference) and NZMSS Conference Prizes (awarded during the NZMSS annual conference).

Dated: 24 November 2016