

DATED

2020

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**RULES OF**  
**MANUHERIKIA CATCHMENT GROUP INCORPORATED**

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## **MANUHERIKIA CATCHMENT GROUP INCORPORATED**

### **THE SOCIETY**

#### **1. Name**

- 1.1. The name of the society is Manuherikia Catchment Group Incorporated ("Society").
- 1.2. The Society is constituted by resolution dated 30 June 2020.

#### **2. Registered Office**

- 2.1. The Registered Office of the Society is 448 Lauder-Matakanui Road, RD 1, Omakau 9376.

#### **3. Purposes of the Society**

- 3.1. The purposes of the Society are to:
  - (a) Develop, adopt and manage a collectively agreed Catchment Management Plan for the benefit of all members of the Society that aims to meet the requirements of the regulatory processes on permit replacement and any plan changes relevant to water access in the catchment;
  - (b) Represent the members of the Society through the permit replacement, plan change processes and ongoing river management as required;
  - (c) Promote, support and advocate for the ongoing right to abstract water from the Manuherikia Catchment;
  - (d) Identify and fill information gaps required to present a balanced proposal for Manuherikia water management for the Society Members to the regulatory assessment of permit replacements and plan changes; and
  - (e) Do all such other lawful things as are incidental or conducive to the attainment of the above objectives.
- 3.2. Pecuniary gain is not a purpose of the Society.

### **MANAGEMENT OF THE SOCIETY**

#### **4. Managing Committee**

- 4.1. The Society shall have a managing committee ("Committee"), comprising the following persons:
  - (a) The Chairperson;
  - (b) The Secretary;
  - (c) The Treasurer; and
  - (d) Such other Members as the Society shall decide.

- 4.2. All Committee Members shall be members of the Society and not more than one Committee Member may be an Associate Member of the Society as defined in clause 12.3(d).
- 4.3. There shall be a minimum of seven and a maximum of twelve Committee Members, including the Officers.

## **5. 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 Chairperson, Secretary, and Treasurer;
  - (c) How long each person will be a Committee Member ("Term"), with a maximum Term of four years.

## **6. 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. Nomination of Committee Members**

- 7.1. Nominations for members of the Committee shall be called for at least 28 calendar 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 seventh working day before the Annual General Meeting. 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 Chairperson may declare that person's position to be vacant.

## **8. Role of the Committee**

- 8.1. Subject to the rules of the Society (“Rules”), 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 follow the Rules;
  - (g) Decide how a person becomes a Member, and how a person 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) Make regulations.
- 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 matter at hand shall be discussed further at the same or a subsequent meeting of the Committee Members and voted on again if required.
- 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. Roles of Committee Members**

- 9.1. The Chairperson is responsible for:
- (a) Ensuring that the Rules are followed;
  - (b) Convening Meetings and establishing whether or not a quorum (not less than 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) Calling for nominations for Committee elections at the Annual General Meeting;
  - (d) Holding the Society's records, documents, and books except those required for the Treasurer's function;
  - (e) Receiving and replying to correspondence as required by the Committee;
  - (f) 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.
  - (g) Advising the Registrar of Incorporated Societies of any rule changes;
- 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 draft annual financial statements to be presented to the Reviewer in accordance with clause 22;
  - (c) Presenting the finalised annual financial statements referred to in clause 9.3(b) at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1(d)).
  - (d) Providing a financial report at each Annual General Meeting;
  - (e) Providing financial information to the Committee as the Committee determines.

## **10. Committee Meetings**

- 10.1. Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 10.2. A Committee Meeting must have no less than half of the Committee Members present to proceed. Committee Members may be present by way of an audio visual meeting via means such as (but not limited to) FaceTime or Zoom.
- 10.3. If a Committee Member is unable to attend a Committee Meeting, that Committee Member may nominate a Society Member to attend the Committee Meeting in their place.
- 10.4. The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Committee shall elect a Committee Member to chair that meeting.
- 10.5. Decisions of the Committee shall be by majority vote.
- 10.6. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.7. Subject to these Rules, the Committee may regulate its own practices.
- 10.8. The Chairperson 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 Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson 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.

## **11. Indemnity**

11.1. No Committee Member shall be liable for the acts or defaults of any other Committee Member or any loss occasioned by another Committee Member, unless occasioned by their wilful default or by their wilful acquiescence.

11.2. The Committee and the Committee 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.

## **SOCIETY MEMBERSHIP**

### **12. Types of Members**

12.1. Membership may comprise different classes of membership as decided by the Society from time to time.

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

12.3. As at the commencement of the Society, the Society has four classes of membership as follows:

(a) Ordinary Member: a person or entity who holds at least one numbered current consent issued by the Otago Regional Council to extract irrigation water from the catchments.

(b) Scheme Shareholder Member: a person or entity who holds an agreement to take water supplied by an irrigation company or society that holds at least one numbered current consent issued by the Otago Regional Council to extract irrigation water from the catchments;

(c) Corporate Member: an irrigation company or society that holds at least one numbered current consent issued by the Otago Regional Council to extract irrigation water from the catchments for the purpose of reticulating water for supply to its shareholders; and

- (d) Associate Member: any person or entity that has an interest in water management within catchments but who does not have a numbered current consent issued by the Otago Regional Council to extract irrigation water from the catchments or an agreement to take water supplied by an irrigation company.

### **13. Voting rights of Members**

- 13.1. The different classes of membership shall have the following voting rights:
  - (a) An Ordinary Member shall have a single vote;
  - (b) A Scheme Shareholder Member shall not have any voting rights;
  - (c) A Corporate Member shall have voting rights in accordance with a scale of votes dependent on water use, to be determined by the Society and before the commencement of any Society Meeting shall nominate a person to exercise the Corporate Members rights to vote; and
  - (d) An Associate Member shall not have any voting rights.

### **14. Admission of Members**

- 14.1. To become a Member, a person ("Applicant") must:
  - (a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
  - (b) Supply any other information the Committee requires including but not limited to the details of any consent held by the Applicant.
- 14.2. The Committee may interview the Applicant when it considers Membership applications.
- 14.3. The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

### **15. The Register of Members**

- 15.1. The Secretary shall keep a register of Members ("Register"), which shall contain the names, the postal and email addresses, telephone numbers and Otago Regional Council consent number(s) of all Members, and the dates at which they became Members.
- 15.2. If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 15.3. Each Member shall provide such other details as the Committee requires.
- 15.4. Members shall have reasonable access to the Register of Members.

## **16. Cessation of Membership**

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

16.2. Membership terminated in the following way:

- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("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) Fourteen 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 90 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("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.

## **17. Obligations of Members**

- 17.1. 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**

### **18. Use of Money and Other Assets**

- 18.1. 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.

### **19. Joining Fees, Subscriptions and Levies**

- 19.1. 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.

### **20. Additional Powers**

- 20.1. 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;

### **21. Financial Year**

- 21.1. The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.

### **22. Assurance on the Financial Statements**

- 22.1. The Society shall appoint a suitably qualified person to review the annual financial statements of the Society ("Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not

presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

22.2. The Committee is responsible to provide the Reviewer 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 reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## **CONDUCT OF MEETINGS**

### **23. Society Meetings**

23.1. A Society Meeting is either an Annual General Meeting or a Special General Meeting.

23.2. The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

23.3. Special General Meetings:

- (a) May be called by the Committee; or
- (b) If the Secretary receives a written request signed by at least 12 voting Members of the Society, the Committee must call a Special General Meeting.

23.4. The Secretary shall:

- (a) Give all Members at least 5 working days Written Notice of the business to be conducted at any Society Meeting;
- (b) Additionally, the Secretary will provide, as appropriate:
  - (i) A copy of the Chairperson's Report on the Society's operations and of the reviewed 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.

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.

- 23.5. All Members may attend and vote at Society Meetings.
- 23.6. No Society Meeting may be held unless at least 20 voting Members of the Society attend. (This will constitute a quorum.)
- 23.7. All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Society shall elect another Committee Member to Chairperson that meeting.
- 23.8. On any given motion at a Society Meeting, the Chairperson 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.
- 23.9. The business of an Annual General Meeting shall be:
  - (a) Receiving any minutes of the previous Society's Meeting(s);
  - (b) The Chairperson'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.
- 23.10. The Chairperson or his nominee shall adjourn the meeting if necessary.
- 23.11. 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 Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson 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.

## **24. Motions at Society Meetings**

- 24.1. Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). 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 12 voting Member of the Society:
- (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 at least 5 working days before the Society Meeting chosen by the Member; or
  - (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 24.2. The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”) which shall be suitably notified.

## **COMMON SEAL**

### **25. Common seal**

- 25.1. The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 25.2. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Committee.

## **ALTERING THE RULES**

### **26. Altering the Rules**

- 26.1. The Society may alter or replace these Rules at a Society Meeting by a resolution passed by at least 75% of those Members present and voting.
- 26.2. Any proposed motion to amend or replace these Rules shall be signed by at least 12 voting Members of the Society and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 26.3. At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

- 26.4. When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.
- 26.5. No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affects the non-profit deduction. The provisions and effect of this clause shall not be removed from this document and shall be included an implied into a document replacing this document.

## **BYLAWS**

### **27. Bylaws to govern the Society**

- 27.1. The Committee may from time-to-time make, alter or rescind bylaws 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 shall be binding on members of the Society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

## **WINDING UP**

### **28. Winding up**

- 28.1. If the Society is wound up:
- (a) The Society's debts, costs and liabilities shall be paid;
  - (b) Surplus Money and Other Assets of the Society may be disposed of:
    - (i) By resolution; or
    - (ii) According to the provisions in the Incorporated Societies Act 1908; but
  - (c) No distribution may be made to any Member;
  - (d) The surplus Money and Other Assets shall be distributed to:
    - (i) Any territorial authority, society or other organisation with similar charitable purposes within the then current Central Otago District Council boundary as shall be determined by the Members at a Society meeting prior to such dissolution.

## **DEFINITIONS**

### **29. Definitions and Miscellaneous matters**

- 29.1. In these Rules:
- (a) "Majority vote" means votes made up of at least half of the votes of 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;  
and
  - (iii) Headings are a matter of reference and not a part of the Rules
- (g) Matters not covered in these rules shall be decided upon by the Committee.