

**CONSTITUTION
of the
FUNGAL NETWORK of NEW ZEALAND, INCORPORATED**

Founded 2005 under the Incorporated Societies Act, 1908

Date: 2 May 2005, Updated 9 May 2018

NAME

1. The name of the Society is the “Fungal Network of New Zealand, Incorporated”, hereinafter in these Rules referred to as “the Society”.

OBJECTS

2.1 The main objects of the Society shall be:

- (a) To share knowledge about, and to publicise the fungi of New Zealand and their roles in all ecosystems;
- (b) To stimulate research on fungi
- (c) To educate about fungi at primary to tertiary levels.

2.2 Without affecting the generality of the main objects, the Society shall have the following ancillary objects:

- (a) To provide a cohesive group of amateur and professional people who share common interests in fungi
- (b) To assist in cataloguing New Zealand’s fungi and to promote their conservation
- (c) To organise at minimum an annual national fungal foray.
- (d) To attract funding for mycological research;
- (e) To promote such other activities that may advance the aims of this Society

2.3 Pecuniary gain is not a purpose of the Society.

REGISTERED OFFICE

3.1 The registered office of the Society shall be at such place as Council may from time to time determine

3.2 In accordance with the provisions of Section 18 (2) of the Act the Secretary shall notify the Registrar in writing of any change in the situation of the registered office.

3.3 No member shall use or allow to be used the name of the Society in any advertisement, prospectus or business announcement, other than as the holder of the Society’s Certificates or Awards

3.4 The name or address of the Society shall not be given by a member as his/her address or otherwise for the purpose of identification in connection with legal proceedings

MEMBERSHIP

4.1 The Society shall consist of an unlimited number of members and any person or organisation subscribing to the objects of the Society shall be eligible to apply for membership.

4.2 (a) There are three classes of membership, namely – Life Member, Member and Associate Member. The Council shall have power to alter or extend the classes of membership from time to time.

- (b) Life Members shall be elected from members who have given a significant time and contributed substantially towards the aims of the Society. They shall be nominated by Council and approved at the following Annual General Meeting
 - (c) Members shall be persons with an interest in furthering the aims of the Society
 - (d) Associate Membership is a discretionary category of membership that the Council may choose to confer.
- 4.3 Life Members and Members shall be called corporate members, with full voting rights at General Meetings. Associate Members will have the right to speak, but will not have voting rights at General Meetings.
 - 4.4 Application for membership shall be made to the Secretary
 - 4.5 Every application shall state the class of membership desired and shall be accompanied by the prescribed subscription for the class of membership applied for.
 - 4.6 Every applicant for the grades of Member or Associate Member shall be accepted unless referred to and declined by the Council. If the application is declined the subscription tendered by the applicant shall immediately be refunded
 - 4.7 Life Membership shall be awarded at the discretion of Council for outstanding service in the interests of the society, and shall be confirmed at the next General Meeting.
 - 4.8 The Council may waive fees or levies individually or collectively at its discretion.
 - 4.9 Any member may resign from the Society by giving one month's notice in writing and paying to the date of their resignation any arrears of subscription or other monies owing.
 - 4.10 Any member whose subscription is in arrears and who continues to be in arrears after six calendar months from the date the subscription is due, or four months from Notice of Arrears, shall be deemed unfinancial and shall from such date, at the discretion of Council, cease to be a member of the Society.
 - 4.11 Any member that:
 - (a) breaches this Constitution or any regulations made under it, or
 - (b) acts in opposition to the fundamental objects for which the Society has been established, or
 - (c) acts in any manner which would make it undesirable in the opinion of Council that they should continue to be a member may be expelled and shall not be permitted to rejoin the Society except on terms satisfactory to it, provided however that such expelled member shall have the right to appear before the Council for the purpose of explaining his/her conduct.

PRIVILEGES

- 5.1 A member upon payment of his/her annual subscription when due is considered to have submitted to these presents and on this condition alone is entitled to the privileges afforded by the Society
- 5.2 Except as may be specially provided herein, the rights and privileges of each member shall be personal to him/herself and shall not be transferable by his/her own act or by operation of law and all such rights and privileges shall cease immediately upon the acceptance of his/her resignation or upon the removal of his/her name from the Register for any cause.
- 5.3 Every member shall be entitled to a copy of any publication of the society upon such terms and conditions as Council may from time to time determine.
- 5.4
 - (a) All members have the right to speak at Society meetings
 - (b) Only Corporate members may vote for positions on Council, though non-corporate members may be co-opted onto Council or sub-committees of Council

MEMBERS BOUND BY RULES

- 6.1 Members shall be held to consent to and be bound by the Rules, By-Laws and Regulations of the Society and the decisions of Council on the interpretation of the Rules, By-Laws and Regulations. Anything done or suffered thereunder shall be final and conclusive and members will not be entitled to apply to any Court because of anything done or purported or omitted to be done under such Rules, By-Laws or Regulations of the Society

SUBSCRIPTIONS

- 7.1 The subscriptions for the various classes of membership shall from time to time be fixed by the Council.

ROLL OF MEMBERS

- 8.1 It shall be the duty of the Secretary to ensure that at all times an up to date Register of Members of the Society is kept in accordance with the provisions of Section 22 of the Act. The Register shall show the name of each member, their address, and the date on which they became a member.
- 8.2 If and whenever required to do so by the Registrar the Secretary shall furnish him/her with a copy of the Register together with a statutory declaration verifying the same. Such declaration may be attested by any Officer of the Society.
- 8.3 The Register of Members of the Society shall not be made available to any other person or organisation unless by resolution of Council.

COUNCIL ELECTION & RETIREMENT

- 9.1 There shall be a Council of the Society (in this Constitution referred to as “the Council”) which shall consist of -
- (a) The President (who shall be Chairperson of the Council)
 - (b) Vice President
 - (c) The Immediate Past President
 - (d) The Secretary and the Treasurer or, where one person holds both offices, the Secretary-Treasurer
 - (e) Two Corporate Members
 - (f) Such other co-opted members as Council may from time to time deem necessary to assist in the fulfilment of the aims of the Society
- 9.2 In the event of a Council member being unable to complete his/her current term of office, Council have the power to appoint a replacement to serve the balance of the term without recourse to a General Meeting.
- 9.3 Those members of Council as specified in Rule 9.1(a), (b) & (d) shall be elected by simple majority vote of corporate members present at the Annual General Meeting, and shall hold office until the next Annual General Meeting after their appointment, but shall be eligible for re-election or re-appointment.
- 9.4 Nominations for each of the offices specified in Rule 9.3 shall be in the hands of the Secretary at least six weeks before the date of the Annual General Meeting. Each nomination must be signed by the proposer and the nominee. Each nomination should be accompanied by some reference to the qualifications of the nominee. This should not preclude the Chairperson accepting nominations from the floor at the Annual General Meeting if the members attending are in agreement.
- 9.5 The Secretary shall forward to all members details of all nominations received under the Rule 9.4 at least 30 days before the date of the Annual General Meeting.

POWERS AND DUTIES OF COUNCIL

- 10.1 The general organisation policies and control of the Society shall be vested in the Council which may exercise all the powers of the Society not expressly required by this Constitution to be exercised by the Society at a General Meeting.

- 10.2 At any meeting of the Council each Councillor present shall be entitled (in respect of any question put to the vote) to exercise one vote. Questions arising at any meeting shall be decided by a simple majority vote. In the event of an equality of votes, the Chairman shall have an additional vote as casting vote. Co-opted members shall have the right to speak at Council meetings, but shall not be entitled to vote unless granted the right for the particular matter for which they were co-opted.
- 10.3 The Council shall have power by resolution recorded in the minutes of its proceedings to regulate its own procedure.
- 10.4 The quorum necessary for the transaction of business by the Council shall be four.
- 10.5 (a) The Council shall meet from time to time on such occasions and in such places as the President or Council may decide, or at the written request of any four Council members, but shall hold not less than two meetings each year.
- (b) Council meetings and business may be carried out on such occasions as may be agreed upon by Council by attendance in person or by utilising telephone or video conference calls or by electronic mail, provided that 'receipt required' messages are employed for the latter to prove participation by sufficient members of Council to establish a quorum.
- 10.6 Council may appoint sub-committees for special purposes. Members of sub-committees need not necessarily be members of the Council or of the Society. The quorum and terms of reference of any sub-committee shall be determined by Council. The President shall be an ex-officio member of every committee and sub-committee.
- 10.7 Remits and other business must be in the hands of the Secretary at least one month before the date of the next Council Meeting so that details may be circulated to all Councillors for consideration prior to that Meeting. Urgent remits for Council received after the closing date may be dealt with only at the discretion of the President.
- 10.8 The Council may from time to time resolve that any question be submitted to members in the form of a ballot at a Special General Meeting held for the purpose of taking such a ballot, or that such a ballot be taken at the AGM, or that it be in the form of a postal ballot, or in such a manner as the Council may direct (e.g. electronic mail). Explanatory notes shall be provided along with the ballot papers or meeting notice.
- 10.9 The Council may, in the name of and on behalf of the Society, do or omit any act or thing which the Society could do or omit, unless it be provided by these Rules that such doing or omission shall be by resolution of a General Meeting of the Society.
- 10.10 The Council may by resolution make, alter or rescind By-laws from time to time, so long as they are not repugnant to these Rules or the Incorporated Societies Act. Such By-laws may be restricted or general in their application, and all members shall be notified of any change. Copies shall be kept at the Registered Office of the society for inspection by members.
- 10.11 The Council shall prepare for adoption at the Annual General Meeting a report of the transactions and proceedings of the Council and the Society for the past year.
- 10.12 The Council shall from time to time appoint and empower such persons as it sees fit to draw cheques, Promissory Notes, Bills of Exchange, Bills of Lading, Drafts and other instruments either for the purpose or otherwise and to operate upon the account of the Society by overdrawing or otherwise as the case may be, save that all such documents shall be executed only by resolution of Council or its duly appointed sub-committee and shall be attested by the signatures of not less than two of the persons so appointed and empowered See Rule 17.12.
- 10.13 In particular the Council shall not acquire, charge or (except by way of a lease for a period not exceeding three years) alienate any real property or borrow any sums of money on behalf of the Society without the authority of a General Meeting.
- 10.14 The Council may from time to time direct any funds of the Society to be invested in the name of the Society in any Trustee Security that the Council deems advisable, and shall make provisions for the custody of such securities.

- 10.15 The Council shall provide and be responsible for the custody of the Common Seal of the Society and shall direct the Seal to be affixed to any documents requiring it, provided that the Seal shall not be affixed to any document except in the presence of the Secretary and one other member of the Council. The affixing shall be attested on such document by the signature of the Secretary.
- 10.16 Council, at its discretion, shall from time to time determine where and to what extent and at what times and under what conditions and regulations the books and accounts of the society shall be open to the inspection of members, and no member shall have the right of inspecting any account, book or document of the Society except as conferred by statute or authorised by Council or by resolution of a General Meeting of the Society.
- 10.17 The Society at a Special General Meeting may, by a majority of three-fourths of the members voting, remove any Officer or member of the Council of the society before the expiration of the period of his/her office, and may by resolution appoint another person in his/her stead. The person appointed shall hold office during such time only as the person in whose place he/she is appointed would have held the same if he/she had not been removed.

THE PRESIDENT

- 11.1. There shall be a President of the Society (in this Constitution referred to as “the President”) who shall be elected as per Rule 9.3.
- 11.2 The President shall be the official head of the Society and, when present, shall preside as Chairperson at all meetings and of the Council. In the absence of the President or Vice President, the Council shall elect one of their number to preside at its meeting.

THE VICE PRESIDENT

- 12.1 The Vice President shall be elected as per Rule 9.3
- 12.2 The Vice President shall in the absence or incapacity of the President exercise all those duties and privileges normally exercised by the President.

THE SECRETARY

- 13.1 The Secretary shall be elected as per Rule 9.3
- 13.2 The Secretary shall attend all Council and General Meetings. In his/her absence a person shall be deputised by the President or acting Chairman.
- 13.3 The duties of the Secretary shall be;
- (a) To keep correct Minutes of proceedings of Council and General Meetings and distribute copies of those Minutes to all Council members.
 - (b) To keep the Registers of current and past members updated and at least once per year provide a copy to Council members
 - (c) To file all documents, records and communications connected with the business of the Society
 - (d) To keep a record of all Society activities
 - (e) To send each member of the Society at least 30 days before the Annual General Meeting
 - (i) Confirmation of the date, place and time of the AGM
 - (f) As soon as is practicable after the election of Officers at each AGM, to send to all members a list, including addresses, both physical and electronic, of the Officers elected for the ensuing year.
 - (g) To perform any other duties assigned to him/her by Council

THE TREASURER

- 14.1 There shall be a Treasurer of the Society who shall be elected as per Rule 9.3
- 14.2 The duties of the Treasurer shall be:
- (a) The correct recording of all monies received and paid by the Society.
 - (b) Preparing and sending receipts for all money received.
 - (c) The production of all books of account, bank statements and other financial records of the Society when required by the Reviewer, the Council or the Executive.
 - (d) The preparation for the Reviewer of the Annual Balance Sheet and Statement of Accounts.

FINANCIAL REVIEWER

The Society shall appoint a reviewer to review the annual financial statements of the Society (“the 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.

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.

DISPUTES, APPEALS AND EXPULSIONS

- 16.1 All questions and disputes on matters relating to the Society shall be dealt with by Council
- 16.2 If, in the opinion of Council, any member should commit a breach of the Rules of the Society or act in an unethical or unprofessional manner to the detriment of the professional nature of the Society or any of its members, Council may take such disciplinary action as it thinks fit either by way of loss of privileges or suspension or expulsion from the Society
- 16.3 Any member or members who shall be aggrieved by a decision of Council shall have the right of appeal by way of a rehearing, and the right to make written submissions or appear before Council in his/her defence. After such rehearing the member(s) must abide by the majority decision of Council.

FINANCE AND LEVIES

- 17.1 The financial year of the Society is from the 1st March to the following 28th Feb., unless amended by motion of AGM.
- 17.2 The annual subscription for all grades of membership shall be determined by Council not later than two months preceding the beginning of the next financial year. Council may, if it sees fit, allow a rebate for prompt payment of subscriptions.
- 17.3 Each application for membership shall be accompanied by such application fee as shall be determined from time to time by Council
- 17.4 Council may, if it sees fit when determining the fees for the following financial year, waive the payment of fees for that year.
- 17.5 All subscriptions shall be due and payable in advance on the first day of each financial year.

- 17.6 Council may in cases of personal hardship or other special circumstances as may be determined from time to time reduce or waive a member's subscription in any one year.
- 17.7 A member who has retired from gainful employment may be granted the status of Retired, but retaining the privileges of the grade held at the time. He/she may be granted a reduction in his/her subscription rate for all of the subsequent years of membership.
- 17.8 Council may pay an honorarium to any Officer of the Society or to any other person in recognition of services rendered to the Society from time to time. The amount of such honorarium shall be reviewed annually by Council.
- 17.9 Council may reimburse expenses incurred on Society business as it may deem fit. See Rule 17.15
- 17.10 The control and investment of funds shall be determined by Council
- 17.11 All monies received shall be deposited in a bank approved by Council in an account(s) in the name of "Fungal Network of New Zealand Incorporated". The Society's bank or banks shall not be changed except with the prior approval of Council.
- 17.12 All cheques drawn on account for the Council shall be signed by any two of
- (a) The President of the Society
 - (b) The Secretary or Treasurer of the Society
 - (c) One other member of Council granted signing rights by Council
- 17.13 Any one of the signatures authorised for the drawing of cheques shall suffice for the endorsement of cheques, money orders and the like.
- 17.14 The personal liability of members of the Society is limited to the Annual Subscription and to any fee or fees which may be determined by Council for any personal privileges.
- 17.15 Every Officer, member of the Council, or servant shall be indemnified by the Society from all losses or expenses incurred by them when and only when acting under instruction in or about the discharge of their respective duties, except such as happens through their own wilful act or default or when acting contrary to the Constitution of the Society.

GENERAL MEETINGS

- 18.1 An Annual General Meeting of the Society shall be held once in each calendar year on such a date, time and place as Council may determine, but within three calendar months of the end of the financial year.
- 18.2 A Special General Meeting of the Society may be called at any time by the Council and shall be called upon the written request of the President, or 50% of members of the Council, or 5% of members of the Society. Such requests shall be sent to the Secretary and shall specify the resolutions to be moved at the meeting. Such meeting shall take place within two months of the notice being given
- 18.3 Members unable to attend a General Meeting may transmit in writing to the Secretary their views upon any proposal to be submitted to such meeting and such views shall be presented to such meeting before a vote is taken on the proposal.
- 18.4 Notice of every General Meeting shall be given to every member not less than 30 clear days before the meeting stating the date, time and place of such General Meeting and the business to be transacted at the General Meeting.
- 18.5 Every notice required to be sent to members under these Rules (and in particular notice of any General Meeting) shall either be sent by post either separately or as an enclosure with the other Society material addressed to them at their last known address, or be given by advertisement in a Society publication, or be sent by electronic mail.
- 18.6 The following business shall be transacted at the Annual General Meeting:

- (a) The confirmation of the Minutes of the previous Annual General Meeting, and of any Special General Meetings held in the interim
- (b) The consideration and adoption of the Annual Report
- (c) The passing of the Statement of Accounts and Balance Sheet for the preceding year
- (d) Consideration of any remits received
- (e) The appointment of a Reviewer for the ensuing year
- (f) The election of Officers as per Rule 9.3
- (g) The election of a Patron and Vice Patron
- (h) The election of any members to Life Membership under the terms of Rule 4.7
- (i) To transact such other business and/or hear and discuss Papers as may properly be brought before the meeting.

18.7 At any Special General Meeting no business shall be considered except

(a) business set out in the convening notice unless it may be deemed fairly to arise out of any business for which the meeting was called.

(b) urgent business at the discretion of the Chairperson.

18.8 Ten members, present in person, at a General Meeting shall be a quorum. Unless a quorum is present within thirty minutes after the time at which the meeting was notified to commence it shall be deemed to have lapsed.

18.9 Any duly constituted meeting shall have power to adjourn the proceedings from time to time to any date fixed by the meeting.

18.10 The ruling of the President, or other Chairperson, shall be final on all questions of order, procedure and interpretation of this Constitution which may arise at any meeting.

VOTING

19.1 When at any meeting of the Council or of the Society any question is put to the vote, such vote shall be taken on a show of hands or at a meeting of the Council or General Meeting upon any election or in other cases upon the demand of three members, by a secret ballot at which voting papers shall be issued by the Chairperson, and at which on conclusion of the voting the votes shall be counted by two scrutineers from those present at the meeting. Except where otherwise provided in this Constitution a majority vote shall in all cases be decisive. In the case of an equality of votes the Chairperson shall have a casting vote.

SEAL

20.1 The Society shall have a common seal which shall be kept in the custody of the Secretary. Whenever the common seal of the Society is required to be affixed to any deed, document or other instrument the seal shall be affixed subject to the conditions of Rule 10.15

LEGAL PROCEEDINGS

21.1 No legal proceedings before a Court of Record shall be commenced by or on behalf of the Society unless the same shall have been authorised by resolution of the Council

ANNUAL FINANCIAL STATEMENT

22.1 Pursuant to the provisions of Section 23 of the Act the Treasurer shall at such time as the Registrar shall require in each year deliver to the Registrar a statement containing the following particulars (a) the income and expenditure of the Society during the last financial year, (b) its assets and liabilities at the close of the said year; and (c) particulars of all mortgages, charges, securities of any description (if any) affecting any property of the Society at the close of the said year.

22.2 Prior to its transmission to the Registrar the statement shall be submitted to the Council and when transmitted it shall be accompanied by a certificate signed by the Treasurer to the effect that the statement has been submitted to and approved by the members of the Society at a General Meeting.

ALTERATION OF CONSTITUTION

- 23.1 These Rules or any of them may be altered by way of repeal, amendment, addition or otherwise by a resolution passed by a seventy-five percent majority of those present in person at a duly convened General Meeting of the Society, provided that:
- a) No alteration may prejudice the charitable nature of the Society
 - b) For the purposes of this Rule and this Rule only, a quorum shall be 20% of Corporate Members
 - c) No motion affecting the Rules which has been duly considered and rejected shall be brought forward again during the same financial year
 - d) No alteration, addition, amendment or rescission of these Rules shall be valid until accepted by the Registrar of Incorporated Societies in accordance with Section 21 of the Act.
 - e) No addition to alteration or rescission of the rules shall be approved if it affects the aim/ objects, payments to members, or the dissolution clause.

MATTERS UNPROVIDED FOR

- 24.1 If any question shall arise concerning any matter not provided for in this Constitution, the decision of the Council shall be final.

DISSOLUTION OF SOCIETY

- 25.1 The dissolution of the Society under the terms and conditions of sections 24 to 26 and 28 of the Incorporated Societies Act 1908 requires that a General Meeting be called to effect this. Provided that a quorum of ten corporate members voting in person pass the Resolution by a simple majority, a second General Meeting shall be called not earlier than thirty days from the first.
- 25.2 If the Resolution is again passed by a simple majority voting in person at the second meeting, the members must appoint one or more liquidators to wind up the affairs of the Society subject to the Companies Act 1955
- 25.3 The whole of the assets of the Society shall be given or transferred to an organisation having objects similar to those of the Society; the transfer to be determined by the appointed liquidators before the time of dissolution, or in default by the Registrar of Incorporated Societies. No individual member shall receive any personal pecuniary profit or benefit from the winding up.

CHARITABLE PURPOSES AND PAYMENT TO MEMBERS

- 26.1 No benefit or advantage, whether or not convertible into money or any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons specified in para (a) to (d) of the second proviso to S61(27) of the Income Tax Act 1976, or therefore, where that person is able, by virtue of that capacity as such person specified therein, in any way (whether directly or indirectly) to determine, or to materially influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded, or derived, except as specifically exempted by that section.

INTERPRETATION

- 27.1 In this Constitution (except where a different intention appears):

“Act” means the Incorporated Societies Act 1908

“Officer” means the President, Vice President, Immediate Past President, Secretary, Treasurer or a corporate member currently serving as a member of the Council

“The Registrar” means the Registrar of Incorporated Societies.