



# Rules of Wellington Land Search and Rescue Incorporated

# Contents

Name	3
1.0 Name	3
2.0 Registered Office	3
3.0 Purposes of Group	3
Management of the Group	3
4.0 Managing Committee	3
5.0 Appointment of Committee Members	3
6.0 Cessation of Committee Membership	4
7.0 Nomination of Committee Members	4
8.0 Role of the Committee	4
9.0 Roles of Committee Members	5
10.0 Committee Meetings	5
Group Membership	6
11.0 Types of Members	6
12.0 Admission of Members	6
13.0 The Register of Members	6
14.0 Cessation of Membership	6
15.0 Obligations of Members	7
Money and Other Assets of the Group	7
16.0 Use of Money and Other Assets	7
17.0 Additional Powers	8
18.0 Financial Year	8
19.0 Assurance on the Financial Statements	8
Conduct of Meetings	8
20.0 Group Meetings	8
21.0 Motions at Group Meetings	9
Common seal	10
22.0 Common Seal	10
Altering the Rules	10
23.0 Altering the Rules	10
Policies	10
24.0 Policies	10
Winding Up	10
25.0 Winding Up	10
Definitions	11
26.0 Definitions and Miscellaneous Matters	11

# Name

## 1.1 Name

1.2 The name of the society is Wellington Land Search and Rescue Incorporated ("the Group").

1.3 The common name of the Group is LandSAR Wellington.

1.4 The Group is constituted by resolution dated 8 August 2013.

## 2.1 Registered Office

2.2 The Registered Office of the Group is c/- MTM Accounting, 100 Tory Street, Wellington.

## 3.1 Purposes of Group

3.2 The charitable purposes of the Group are:

- (a) Protecting human life through the conduct of efficient and effective search and rescue activities.
- (b) Providing public safety services relating to search and rescue activities.
- (c) Doing anything necessary or helpful to the above purposes.

3.3 Pecuniary gain is not a purpose of the Group.

3.4 All income, benefit or advantage of the Group must be used to advance the charitable purposes of the Group.

3.5 No Member of the Group, or anyone associated with a Member, may take part in, or influence any decision made by the Group in respect of payments to, or on behalf of, the Member or associated person of any income, benefit or advantage.

3.6 Any payments must be made for goods or service that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

# Management of the Group

## 4.1 Managing Committee

4.2 The Group shall have a managing committee ("the Committee"), comprising the following persons:

- (a) The Chair;
- (b) The Secretary;
- (c) The Treasurer; and
- (d) Such other Members as the Group shall decide, subject to 4.4.

4.3 Only Members of the Group may be Committee Members.

4.4 Only qualified persons under the Charities Act may be Committee Members

4.5 There shall be a minimum of three Committee Members, in addition to the Officers (the Chair, Secretary and Treasurer).

## 5.1 Appointment of Committee Members

5.2 At a Group Meeting, the Members may decide by vote:

- (a) Who shall be the Chair, Secretary, and Treasurer (the Officers);

(b) Whether any Committee Member may hold more than one position as an Officer;

## **6.1 Cessation of Committee Membership**

**6.2** Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by a vote of the Group at a Group Meeting.
- (c) Their Term expires.
- (d) They are disqualified under the Charities Act.

## **7.1 Nomination of Committee Members**

**7.2** Nominations for Members of the Committee shall be called in conjunction with the advice of the date of the Annual General Meeting.

**7.3** Each candidate shall be proposed and seconded by Group Members and the completed nomination delivered to the Secretary.

**7.4** Wellington Police may nominate a Member to the Committee under the provisions of 10.7 of these rules. The Member will be bound by all other rules of the role of the Committee and the conduct of Committee Meetings.

**7.5** All retiring Members of the Committee shall be eligible for re-election.

**7.6** If the position of any Officer becomes vacant between Annual General Meetings, or is not filled by the Annual General Meeting, or if any Officer is unable to discharge their duties, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

**7.7** If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Group Member to fill that vacancy until the next Annual General Meeting.

**7.8** If any Committee Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

## **8.1 Role of the Committee**

**8.2** Subject to the rules of the Group ("The Rules"), the role of the Committee is to:

- (a) Govern, manage and administer the Group;
- (b) Carry out the purposes of the Group, and Use Money or Other Assets to do that;
- (c) Manage the Group'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) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (g) Decide the procedures for dealing with complaints;
- (h) Adopt Policies in consultation with Members.

The Committee has all of the powers of the Group, unless the Committee's power is limited by these Rules, or by a decision of the Group.

**8.3** All decisions of the Committee shall be by vote. In the event of an equal vote, the Chair shall have a casting vote,

that is, a second vote.

**8.4** Decisions of the Committee bind the Group, unless the Committee's power is limited by these Rules or by a decision of the Group.

## **9.1 Roles of Committee Members**

**9.2** The Chair is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum is present;
- (c) Chairing Meetings;
- (d) Overseeing the management of the Group;
- (e) Providing a report on the activities, Operations and Training of the Group at each Annual General Meeting.

**9.3** The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Group's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Group to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- (f) Advising the Registrar of Incorporated Societies of any rule changes;

**9.4** The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Group's financial transactions to allow the Group's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Group's accounting policies (see 8.1.d);
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

## **10.1 Committee Meetings**

**10.2** Committee meetings may be held in person, or via video or telephone conference, or other formats as the Committee may decide;

**10.3** No Committee Meeting may be held unless more than half of the Committee Members, including two of the Chair, Secretary or Treasurer, attend;

**10.4** The Chair shall chair Committee Meetings, or if the Chair is absent, the Committee shall elect a Committee Member to chair that meeting;

**10.5** Decisions of the Committee shall be by vote;

**10.6** The Chair or person acting as Chair has a casting vote, that is, a second vote;

**10.7** Only Committee Members present at a Committee Meeting may vote at that Committee Meeting;

**10.8** The Committee may invite Members or other persons to assist in its deliberations. Members or other persons assisting the Committee may not vote.

## **Group Membership**

### **11.1 Types of Members**

**11.2** Membership may comprise different classes of Membership as decided by the Group.

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

### **12.1 Admission of Members**

**12.2** To become a Member, a person ("the Applicant") must:

- (a) Be 18 years of age or older;
- (b) Agree to abide by the Rules and Policies of the Group;
- (b) Complete an application form and complete any assessment process requires; and
- (c) Supply any other information the Committee requires.

**12.3** The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision.

### **13.1 The Register of Members**

**13.2** The Secretary shall keep a register of Members ("the Register"), which shall contain the names and contact details of all Members, and the dates at which they became Members.

**13.3** If a Member's contact details change, they shall advise the Group.

**13.4** Each Member shall provide such other details as the Committee requires.

**13.5** Members shall have reasonable access to the Register of Members.

### **14.1 Cessation of Membership**

**14.2** Any Member may resign by giving notice to the Secretary.

**14.3** Membership may be 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 Policies or acting in a manner inconsistent with the purposes of the Group, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

- (i) Explain how the Member is alleged to be breaching the Rules or acting in a manner inconsistent with the purposes of the Group, and provide the Member with an opportunity to reply;

(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, or a greater period of time if the Committee considers it reasonable, 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 Group.

(b) 14 days after, or a greater period of time if the Committee considers it reasonable, the Member received the Committee's Notice, the Committee may in its absolute discretion by 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 Group at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days, or a greater period of time if the Committee considers it reasonable, 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 Group Meeting chaired by an independent person, held within the following 35 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the 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.

(d) When the Member is heard at a Group Meeting, the Group may question the Member and the Committee Members.

(e) The Group shall then by vote decide whether to let the termination stand, or whether to reinstate the Member. The Group's decision will be final.

## **15.1 Obligations of Members**

**15.2** All Members (and Committee Members) shall promote the purposes of the Group and shall do nothing to bring the Group into disrepute.

15.1 All Members shall attain and maintain standards of competency prescribed for their class of Membership and their role.

15.2 All Members shall notify the Secretary if they will not attend the Group's Operations and Trainings, or other meetings, over a consecutive 3 month period.

## **Money and Other Assets of the Group**

### **16.1 Use of Money and Other Assets**

**16.2** The Group may only Use Money and Other Assets if:

- (a) It is for a purpose of the Group;
- (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 a vote of the Group.

## 17.1 Additional Powers

17.2 The Committee may:

- (a) Employ people for the purposes of the Group;
- (b) Exercise any power a prudent and diligent person might exercise;
- (c) Invest in any investment that a prudent and diligent person might invest in;
- (d) Borrow money and provide security for that if authorised by vote at any Group Meeting.

## 18.1 Financial Year

18.2 The financial year of the Group begins on 1 April of every year and ends on 31 March of the next year.

## 19.1 Assurance on the Financial Statements

19.2 The Group shall appoint an Auditor to conduct an audit, or financial review of the annual financial statements of the Group. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Group's accounting policies. The Group may defer the audit or review at a General Meeting.

An Audit or Review is to be conducted by the appointed Auditor a minimum of every five years from the last audit/review.

The Auditor must be member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Group. If the group fails to appoint an Auditor, or appoints an Auditor who is unable to act for some reason, the Committee shall appoint another auditor as a replacement. The Committee is responsible for providing the auditor 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 auditor may request from the Committee for the purpose of the audit/review and
- c) Reasonable access to persons within the Group from whom the auditor determines is necessary to obtain evidence.

## Conduct of Meetings

### 20.1 Group Meetings

20.2 A Group Meeting is either an Annual General Meeting or a Special General Meeting.

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

20.4 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 25% of Members.

20.5 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Group Meeting



(b) Additionally, the Secretary will provide, as appropriate:

- (i) A copy of the Chair's Report on the Group's activities and of the Annual Financial Statements as approved by the Committee;
- (ii) A list of Nominees for the Committee;
- (iii) Notice of any motions and the Committee's recommendations about those motions;
- (iv) 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.

**20.6** All Members may attend and vote at Group Meetings.

**20.7** No Group Meeting may be held unless at least 20 Members, or 30% of Members, whichever is higher, attend (this will constitute a quorum).

**20.8** All Group Meetings shall be Chaired by the Chair. If the Chair is absent, the Group shall elect another Committee Member to Chair that meeting. Any person Chairing a Group Meeting has a casting vote.

**20.9** On any given motion at a Group Meeting, the Chair 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. If a secret ballot is held, the Chair will have a casting, that is, second vote.

**20.10** The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Group's Meeting(s);
- (b) The Chair's report on the business of the Group;
- (c) The Treasurer's report on the finances of the Group, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business.

**20.11** The Chair or their nominee shall adjourn the meeting if necessary.

## **21.1 Motions at Group Meetings**

**21.2** Any Member may request that a motion be voted on ("Member's Motion") at a particular Group Meeting, by giving written notice to the Secretary at least 10 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 Group will vote on the motion. However, if the Member's Motion is signed by at least 10 Members, or 20% of Members, whichever is higher:

- (a) It must be voted on at the Group Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 5 days before the Group Meeting chosen by the Member; or

If the Secretary fails to do this, the Member has the right to raise the motion at the following Group Meeting.

**21.3** The Committee may also decide to put forward motions for the Group to vote on ("Committee Motions") which shall be suitably notified.

## **Common seal**

### **22.1 Common Seal**

**22.2** The Committee may provide a common seal for the Group and may from time to time replace it with a new one.

**22.3** 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 Chair and countersigned by the Secretary or a Member of the Committee.

## **Altering the Rules**

### **23.1 Altering the Rules**

**23.2** The Group may alter or replace these Rules at a Group Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

**23.3** Any proposed motion to amend or replace these Rules shall be signed by at least 10 Members, or 20% of Members, whichever is higher, and given in writing to the Secretary at least 28 days before the Group Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

**23.4** 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.

**23.5** 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, which shall be no later than 30 days from the date of the motion.

## **Policies**

### **24.1 Policies**

**24.2** The Committee may from time-to-time make, alter or rescind Policies for the Group, so long as these are not repugnant to these rules or to the provisions of law.

**24.3** The Committee shall consult with Members when making, altering or rescinding Policies.

**24.4** The Secretary shall notify Members when Policies are made, altered or rescinded.

**24.5** All such Policies shall be binding on Members of the Group.

24.4 A copy of the Policies shall be available for inspection by any Member on request to the Secretary.

## **Winding Up**

### **25.1 Winding Up**

**25.2** If the Group is wound up:

- (a) The Group's debts, costs and liabilities shall be paid;

- (b) Surplus Money and Other Assets of the Group 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 charitable organisation with substantially similar purpose that operates within the greater Wellington Region.

## Definitions

### 26.1 Definitions and Miscellaneous Matters

#### 26.2 In these Rules:

- (a) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Group.
- (b) "Group Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (c) "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.
- (d) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (e) "Operations and Trainings" means the conduct or preparation for activities in 3.1(a)
- (f) "Officers" means the Chair, Secretary and Treasurer.
- (g) "Policies" means regulations made for the purposes of the safe, efficient, consistent or good conduct of the Group.
- (h) Matters not covered in these rules shall be decided upon by the Committee.
- (i) 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
  - (iii) Headings are a matter of reference and not a part of the rules