

Rules of the New Zealand Wilding Conifer Group Incorporated

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in these Rules:

Committee Meeting Quorum means six Committee Members with voting rights.

Intellectual Property means copyright, know-how, trade secrets, technical and non-technical information, processes, trade marks, trade names, patents, and other forms of intellectual property, proprietary and industrial rights (whether registered or not).

Majority Vote means a vote made by more than half of the 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.

Member means a current member of the Society, being the first members of the Society referred to in schedule 2 as may be added to or removed in accordance with these Rules.

Money or Other Assets means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

Society Meeting means any Annual General Meeting, or any Special General Meeting, but not a Committee meeting.

Society Meeting Quorum means 75% of the total number of Members.

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.

Written Notice means communication by post or email.

1.2 Interpretation

The following rules of interpretation apply in these Rules:

- (a) All **headings** and **subheadings** have been inserted for convenience only and will not affect the interpretation of these Rules.
- (b) References to **clauses** will be construed as references to clauses in these Rules.
- (c) A **gender** includes each other gender and the **singular** includes the plural and vice versa.

1.2 Matters not Covered

Matters not covered in these Rules shall be decided upon by the Committee.

2. The Society

2.1 Name

- (a) The name of the society is the New Zealand Wilding Conifer Group Incorporated (**Society**).
- (b) The Society is constituted by resolution dated 24 September 2019.

2.2 Registered Office

The registered office of the Society is c/- Environment Canterbury, 200 Tuam Street, Christchurch 8011 or such other place as the Committee may determine from time to time.

2.3 Purposes of Society

- (a) The purposes of the Society are to undertake activities relating to the prevention, management and control of wilding conifers to benefit communities and conservation efforts within New Zealand, including (without limitation):
- (i) advocating for the 'right tree in the right place' under the New Zealand Wilding Conifer Management Strategy 2015-2030) to influence funding decisions, policy-making, regulatory developments and other areas of interest;
 - (ii) promoting awareness and information sharing relating to the management and control of wilding conifers;
 - (iii) informing the prioritisation of applied and other research;
 - (iv) encouraging nationally agreed good practice in the management of wilding conifers;
 - (v) channelling stakeholder advice to the National Wilding Conifer Control Programme, and other interested parties, to ensure a diversity of voice;
 - (vi) assisting to mobilise communities to take action on the prevention, management and control of wilding conifers; and
 - (vii) promoting and assisting with scientific research uptake into wilding conifer management and disseminating research findings to relevant parties interested in wilding conifer control.
- (b) Pecuniary gain is not a purpose of the Society.

3. Management of the Society

3.1 Managing Committee

- (a) The Society shall have a managing committee (**Committee**), comprising the following persons (**Committee Members**):
- (i) Eight Committee Members with voting rights representing the following groups of Members (**Voting Committee Members**):
 - (A) Two Committee Members representing charitable organisations with purposes aligned with the purposes of the Society;
 - (B) One Committee Member representing the forestry industry;
 - (C) Two Committee Members representing regional councils;
 - (D) One Committee Member representing iwi;
 - (E) One Committee Member representing Federated Farmers; and
 - (F) One Committee Member representing non-government conservation organisations.

If at any time there is less than the required quota of Voting Committee Members representing their group of Members noted above, that group of Members shall appoint Voting Committee Members to reach the required quota as soon as reasonably practicable. The remaining Voting Committee Members shall be entitled to act until that quota has been met and no act or decision of the Voting Committee Members shall be invalidated as a result.

- (ii) Such other Committee Members as appointed by the Department of Conservation, Land Information New Zealand, the Ministry for Primary Industries and New Zealand Forest Research Institute Limited, trading as Scion (**Non-voting Committee Members**). The Voting Committee Members

may include additional organisations or remove the rights of organisations to appoint Non-voting Committee Members. The Voting Committee Members may also determine how many Non-voting Committee Members may be appointed by each of those organisations. Non-voting Committee Members shall have speaking rights but no voting rights, except in relation to the appointment of the Chair, Deputy Chair, Co-ordinator, and Treasurer under clause 3.1(e).

- (b) On the establishment of the Society the Committee Members shall be those Members listed in schedule 1.
- (c) Only Members of the Society may be Committee Members.
- (d) Each Committee Member shall hold office for two years (**Term**).
- (e) At a Committee meeting the Committee Members may decide by Majority Vote of all Committee Members who from amongst the Committee Members shall be the Chair, Deputy Chair, Co-ordinator, and Treasurer (**Officers**) and the duration of each Officer's term in that role. At a Committee meeting the Committee Members may also decide by Majority Vote of all Committee Members to remove or replace any Officer. If an Officer ceases to be a Member of the Society, that person shall automatically cease to hold office as an Officer upon ceasing to be a Member of the Society, unless the Committee Members determine otherwise by Majority Vote.

3.2 **Appointment of Committee Members**

- (a) The Voting Committee Members shall be appointed and replaced by the relevant group of Members they will represent. If a Voting Committee Member is unable to attend a Committee meeting, the group of Members they represent may select another representative to attend and vote at the Committee meeting in place of that Voting Committee Member.
- (b) The Non-voting Committee Members shall be appointed and replaced by the relevant group of Members they will represent.

3.3 **Cessation of Committee Membership**

- (a) Persons cease to be Committee Members when:
 - (i) they resign by giving Written Notice to the Committee;
 - (ii) they die while holding office;
 - (iii) they are removed by the relevant group of Members they represent;
 - (iv) their Term expires;
 - (v) they are removed by the Chair due to their absence from three consecutive meetings without leave;
 - (vi) they are adjudicated bankrupt;
 - (vii) they are convicted of an indictable offence without right of further appeal;
 - (viii) they become of unsound mind; or
 - (ix) they are removed by unanimous vote of the other Voting Committee Members.
- (b) If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

3.4 **Powers and duties of the Committee**

- (a) In addition to the specific powers referred to at clause 3.4(b), the Committee may exercise all powers and do all acts and things which may be exercised and done by the Society, unless the Committee's power is limited by these Rules, or by a Majority

Vote of the Society.

- (b) Without restricting the generality of clause 3.4(a), the Committee has the following specific powers:
- (i) administer, manage, and control the Society, including, without limitation, preparing any work plans, monitoring performance of work undertaken, and determining ownership and use of any deliverables produced under those work plans;
 - (ii) Use Money or Other Assets to carry out the purposes of the Society;
 - (iii) purchase, lease, licence, hire or otherwise acquire and hold any real or personal property;
 - (iv) sell any real or personal property;
 - (v) insure any real or personal property of the Society;
 - (vi) borrow or invest money on such terms as the Committee decides;
 - (vii) lend money to any person on such terms as the Committee decides (and whether with or without security or interest);
 - (viii) grant security over any property or grant any guarantee or indemnity;
 - (ix) subscribe for or otherwise acquire shares in a corporation;
 - (x) employ, contract or otherwise engage people or organisations to provide services to the Society. Without restricting this power, the Society may engage an organisation (**Administrating Entity**) to administer the Money or Other Assets in accordance with the budget and direction of the Committee. The Society indemnifies the Administrating Entity against all costs, expenses, claims, and liabilities suffered or incurred by the Administrating Entity except where they have been caused by the dishonesty, gross negligence or wilful commission or omission of any act by the Administrating Entity;
 - (xi) receive any grant, subsidy, donation, or other payment in order to further the Society's purposes;
 - (xii) enter into any arrangements with any government agency or local authority to further the purposes of the Society;
 - (xiii) manage the Society's financial affairs, including preparing a budget at the beginning of each financial year and approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (xiv) set accounting policies in line with generally accepted accounting practice;
 - (xv) delegate responsibility in relation to any specific activities of the Society to any sub-committee or working group, and co-opt Members where necessary;
 - (xvi) ensure that all Members follow these Rules;
 - (xvii) decide how a person becomes a Member, and how a person stops being a Member;
 - (xviii) decide the times and dates for Meetings, and set the agenda for Meetings;
 - (xix) decide the procedures for dealing with complaints;
 - (xx) make regulations.

3.5 Roles of Committee Members

- (a) The Chair is responsible for:

- (i) ensuring that these Rules are followed;
 - (ii) convening Meetings and establishing whether or not a Committee Meeting Quorum is present;
 - (iii) chairing Meetings, deciding who may speak and when;
 - (iv) overseeing the operation of the Society;
 - (v) providing a report on the operations of the Society at each Annual General Meeting.
- (b) The Deputy Chair is responsible for the activities of the Chair under clause 3.5(a) when the Chair is unavailable.
- (c) The Co-ordinator is responsible for:
- (i) recording the minutes of Meetings;
 - (ii) keeping the register of Members;
 - (iii) managing the Society's records, documents, and books except those required for the Treasurer's function. This includes invoicing and liaising with Members;
 - (iv) preparing quarterly progress reports for Committee meetings;
 - (v) assisting the Chair with preparation of the report on the operations of the Society at each Annual General Meeting;
 - (vi) supporting the implementation of work plans;
 - (vii) receiving and replying to correspondence as required by the Committee, including in relation to any communication group for the national programme for management and control of wilding conifers;
 - (viii) network and intelligence gathering from Members;
 - (ix) being the point of contact for the national programme for management and control of wilding conifers;
 - (x) overseeing event management, including the annual conference;
 - (xi) providing the Registrar of Incorporated Societies and Charities Services with any required reporting information and notifying them of any changes to these Rules.
- (d) The Treasurer is responsible for:
- (i) keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
 - (ii) preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies set under clause 3.4(a)(xiv);
 - (iii) providing a financial report at each Annual General Meeting;
 - (iv) providing financial information to the Committee as the Committee determines.

3.6 **Committee Meetings**

- (a) The Committee will meet at least quarterly each year, or as otherwise determined by the Committee.
- (b) A Committee meeting may be called at the request of any Committee Member on not less than 10 days' Written Notice given to the Co-ordinator, or such other timeframe

as the Committee agrees.

- (c) Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide. The Committee will endeavour to meet in person at least twice per year.
- (d) No Committee meeting may be held unless a Committee Meeting Quorum is present, provided, however, that a Committee meeting may proceed if there will be less than a Committee Meeting Quorum present, if a majority of Committee members agree prior to that Committee meeting.
- (e) If within half an hour after the time appointed for a Committee meeting a Committee Meeting Quorum is not present, and the proviso to clause 3.6(d) does not apply, it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a Committee Meeting Quorum is not present within half an hour after the time appointed, the Committee Members present will be a Committee Meeting Quorum. The Chair of the Society may adjourn a Committee meeting from time to time and from place to place, but no business may be transacted at an adjourned Committee meeting other than the business left unfinished at the Committee meeting from which the adjournment took place.
- (f) The Chair shall chair Committee meetings, or if the Chair is absent, the Deputy Chair shall chair that meeting.
- (g) Decisions of the Committee shall be by Majority Vote.
- (h) The Chair or Deputy Chair (if the Deputy Chair is chairing a Committee meeting in the absence of the Chair) will not have a casting vote, that is, a second vote.
- (i) Only Voting Committee Members present at a Committee meeting or their alternative representatives selected under clause 3.2(a) may vote at that Committee meeting.
- (j) Subject to these Rules, the Committee may regulate its own practices.
- (k) The person chairing a Committee meeting shall adjourn the meeting if necessary
- (l) Members may attend Committee meetings and shall have speaking rights but no voting rights.

3.7 Interested Committee Members

- (a) No Committee Member may vote or take part in deliberations on any transaction in which he or she personally, or the group of Members he or she represents, has any personal or pecuniary interest.
- (b) However, the Committee Member may:
 - (i) attend a Committee Meeting and be counted as part of the Committee Meeting Quorum; and
 - (ii) sign a document relating to the transaction on behalf of the Society.
- (c) Any Committee Member must disclose any such interest in writing to the Committee as soon as the Committee Member concerned becomes aware of the existence of the interest. That disclosure must include all relevant detail needed to result in full and fair disclosure. A disclosure of interest by a Committee Member must be recorded in the minute book of the Society.

4. Society membership

4.1 Classes of Membership

- (a) The membership of the Society is divided into three classes:
 - (i) Individual Members;

- (ii) Corporate Members; and
 - (iii) Associate Members.
- (b) Members have the rights and responsibilities set out in these Rules and otherwise as stipulated by the Committee for each class of membership.
 - (c) Corporate Members and Associate Members may only be represented by one person who may exercise voting rights on behalf of that Member.

4.2 Admission of Members

- (a) The first Members of the Society are listed in schedule 2.
- (b) The membership of the Society is open to any person or group of persons interested in the Society and supportive of its objectives.
- (c) To become a Member, a person (**Applicant**) must:
 - (i) Complete an application form, if these Rules, Bylaws or the Committee requires this; and
 - (ii) Supply any other information the Committee requires.
- (d) The Committee may interview the Applicant when it considers membership applications.
- (e) 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.

4.3 The Register of Members

- (a) The Co-ordinator shall keep a register of Members, which shall contain the names, the postal and email addresses and telephone numbers of all Members, the dates at which they became Members, and the dates at which they ceased to be Members.
- (b) If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Co-ordinator.
- (c) Each Member shall provide such other details as the Committee requires.
- (d) Members shall have reasonable access to the register of Members.

4.4 Cessation of Membership

- (a) Any Member may resign by giving Written Notice to the Co-ordinator.
- (b) A Member's membership may be terminated in the following way:
 - (i) If, for any reason whatsoever, the Committee is of the view that a Member is breaching these 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:
 - (A) Explain how the Member is breaching these Rules or acting in a manner inconsistent with the purposes of the Society;
 - (B) 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;
 - (C) 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; and

- (D) State that if the Committee terminates the Member's membership, the Member may appeal to the Society.
- (ii) 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 Society Meeting by giving Written Notice to the Co-ordinator (**Member's Notice**) within 14 days after the Member's receipt of the Termination Notice.
- (iii) If the Member gives the Member's Notice to the Co-ordinator, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Co-ordinator with a written explanation of the events as the Member sees them (**Member's Explanation**), and the Member may require the Co-ordinator to give the Member's Explanation to every other Member within 7 days after the Co-ordinator receiving the Member's Explanation.
- (iv) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- (v) 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.
- (c) A person who ceases to be a Member for any reason:
 - (i) will still be liable to the Society for payment of all moneys which are due for payment before their membership ends;
 - (ii) must immediately return to the Co-ordinator all the Society's property which is in the person's possession or control; and
 - (iii) must not hold themselves out in the future as a Member of the Society.

4.5 **Obligations of Members**

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

5. **Money and other assets of the society**

5.1 **Use of Money and Other Assets**

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.

5.2 **Joining Fees, Membership Fees, Subscriptions and Levies**

If any Member does not pay a joining fee, membership fee, subscription or levy by the date set by the Society, the Co-ordinator 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. No Member who is in arrears may vote at a Society Meeting.

5.3 **Financial Year**

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

5.4 **Assurance on the Financial Statements**

No review or audit of the annual financial statements is necessary unless:

- (a) it is required by law; or
- (b) a review or audit is requested by at least 5% of the Members at any properly convened Society Meeting.

6. Conduct of meetings

6.1 **Society Meetings**

- (a) A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- (b) The Annual General Meeting shall be held once every year after the end of the Society's financial year, but no later than 30 October. The Committee shall determine when and where the Society shall meet within those dates.
- (c) Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Co-ordinator receives a written request signed by at least 10% of the Members.
- (d) The Co-ordinator shall:
 - (i) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting. If the Co-ordinator has sent a notice to all Members in good faith, the Society Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
 - (ii) Additionally, the Co-ordinator will provide, as appropriate:
 - (A) A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
 - (B) Written Notice of any motions and the Committee's recommendations about those motions.
- (e) All Members may attend and vote at Society Meetings.
- (f) No Society Meeting may be held unless a Society Meeting Quorum is present.
- (g) All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Society Meeting shall be chaired by the Deputy Chair. If the Chair and Deputy Chair are absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting shall not have a casting vote.
- (h) On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:
 - (i) Voices;
 - (ii) Show of hands; or
 - (iii) 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.

- (i) A Member entitled to vote at a Society Meeting may, by written notice to the Co-ordinator at least 48 hours prior to the Society Meeting, appoint a proxy, who must be a Member, to vote on their behalf.

- (j) The business of an Annual General Meeting shall be:
 - (i) Receiving any minutes of the previous Society's Meeting(s);
 - (ii) The Chair's report on the business of the Society;
 - (iii) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
 - (iv) Fixing of any joining fees, membership fees, subscriptions, and levies for each membership class.
 - (v) Motions to be considered;
 - (vi) General business.
- (k) The person chairing a Society Meeting shall adjourn the meeting if necessary.
- (l) If within half an hour after the time appointed for a Society Meeting a Society Meeting Quorum is not present, it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a Society Meeting Quorum is not present within half an hour after the time appointed, the Members present will be a Society Meeting Quorum. The Chair of the Society may adjourn a Society Meeting from time to time and from place to place, but no business may be transacted at an adjourned Society Meeting other than the business left unfinished at the Society Meeting from which the adjournment took place.

6.2 Motions at Society Meetings

- (a) Any Member may request that a motion be voted on (**Member's Motion**) at a particular Society Meeting, by giving Written Notice to the Co-ordinator at least 21 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 20% of eligible Members:
 - (i) it must be voted on at the Society Meeting chosen by the Member; and
 - (ii) the Co-ordinator must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
 - (iii) if the Co-ordinator fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- (b) The Committee may also decide to put forward motions for the Society to vote on (**Committee Motions**) which shall be suitably notified.

7. Common seal

7.1 Common seal

- (a) The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- (b) The Co-ordinator 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 Co-ordinator or a member of the Committee.

8. Altering these rules

8.1 Altering these Rules

- (a) The Society may alter or replace these Rules at a Society Meeting by a resolution passed by at least a 75% majority of those Members present and voting.

- (b) Any proposed motion to amend or replace these Rules shall be:
 - (i) endorsed in writing by at least 10% of Members; and
 - (ii) provided in writing to the Co-ordinator 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.
- (c) At least 14 days before the Society Meeting at which any change to these Rules is to be considered the Co-ordinator shall give to all Members Written Notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- (d) No alterations may be made which would have the effect of causing the Society to cease to be charitable or to alter the purposes to include any objective which is not a charitable objective.

9. Bylaws

9.1 Bylaws to govern the Society

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. A copy of the bylaws for the time being, shall be available for inspection by any Member on request to the Co-ordinator.

10. Intellectual property

10.1 Disclosure of intellectual property

- (a) A Member may grant a licence to the Society to use the Member's Intellectual Property, on terms and conditions acceptable to the Member and the Committee. It is acknowledged that the Member's Intellectual Property remains owned by that Member.
- (b) No Member may sub-licence, disclose, transfer or assign any Intellectual Property of another Member without that Member's prior written consent.

11. Confidentiality

11.1 Member Confidential Information

A Member may disclose its Intellectual Property and other confidential knowledge or information relating to that Member (**Member Confidential Information**) to other Members. The recipient Member may only use that Member Confidential Information for the purposes of the Society.

11.2 Society Confidential Information

The Society may disclose confidential knowledge or information relating to the Society (**Society Confidential Information**) to Members. The recipient Member may only use that Society Confidential Information for the purposes of the Society.

11.3 Disclosure

- (a) Subject to clause 11.3(b), the recipient Member must not disclose Member Confidential Information or Society Confidential Information to any other person without the prior written consent of the owner of that confidential information.
- (b) The Recipient may disclose Member Confidential Information or Society Confidential Information to its employees, contractors, agents, and professional advisers, but only where those people have been made aware of the confidentiality obligations and agree to comply with them.

- (c) Members may disclose their involvement in the Society in general terms.

11.4 **Exceptions**

A Member will not have to observe any duty of confidentiality concerning Member Confidential Information or Society Confidential Information that:

- (a) at the time of disclosure is in, or subsequently enters, the public domain otherwise than by breach of any duty of confidentiality;
- (b) is required to be disclosed by law or any legislative or regulatory authority. The recipient Member must give the owner of the confidential information Written Notice of the required disclosure promptly upon receipt of notice of the required disclosure; or
- (c) is independently discovered or created without use or reference to the Member Confidential Information or Society Confidential Information.

11.5 **Return of Confidential Information**

The recipient Member must:

- (a) return all Member Confidential Information when requested by the Member that owns the Member Confidential Information, or otherwise when the recipient Member is no longer a Member of the Society; or
- (b) return all Society Confidential Information when requested by the Committee, or otherwise when the recipient Member is no longer a Member of the Society.

12. Incorporation and registration

12.1 **Incorporation under the Incorporated Societies Act 1908**

The Members shall apply for incorporation under the Incorporated Societies Act 1908 under the name New Zealand Wilding Conifer Group Incorporated.

12.2 **Registration under the Charities Act 2005**

If they consider it appropriate, the Committee may apply for charitable status under the Charities Act 2005.

13. Winding up

13.1 **Winding up**

- (c) If the Society is wound up, the surplus Money and Other Assets of the Society (after the discharge and payment of all of the Society's debts, costs and liabilities) shall be paid:
 - (i) To an institution having purposes similar to those of the Society and chosen by Members or the Committee (if Members do not choose); or
 - (ii) If no appropriate institution can be found, to a charity or charities in New Zealand chosen by Members or the Committee (if Members do not choose).
- (d) No distribution may be directly or indirectly made to any Member.

14. Governing law

14.1 **Governing law**

The Society shall be governed and construed in accordance with the laws of New Zealand.

Schedule 1 | Committee Members on establishment

The first Committee Members are:

Voting Committee Members

1. Richard Bowman (Mid Dome Wilding Trees Charitable Trust), representing charitable organisations with purposes aligned with the purposes of the Society;
2. Ket Bradshaw (South Marlborough Landscape Restoration Trust), representing charitable organisations with purposes aligned with the purposes of the Society;
3. Steve Chandler (New Zealand Forest Owners Association), representing the forestry industry;
4. Craig Davey (Horizons Regional Council), representing regional councils;
5. Graham Sullivan (Canterbury Regional Council (Environment Canterbury)), representing regional councils;
6. Jim Ward (Landcorp Farming Limited (Molesworth Station)), representing Federated Farmers;
7. Graeme Loh (Royal Forest & Bird Protection Society of New Zealand Incorporated), representing non-government conservation organisations.

Non-voting Committee Members

1. Keith Briden (Department of Conservation);
2. Geoff Owen (Department of Conservation);
3. Kevin Gallagher (Land Information New Zealand);
4. Sherman Smith (Ministry for Primary Industries);
5. Jessica Balfour (Ministry for Primary Industries);
6. Thomas Paul (New Zealand Forest Research Institute Limited, trading as Scion);
7. Annette Brockerhoff (New Zealand Forest Research Institute Limited, trading as Scion);
8. Nick Ledgard (New Zealand Forest Research Institute Limited, trading as Scion);
9. Phil Murray (Central Otago Wilding Conifer Control Group Incorporated);
10. Grant Hensman (Wakatipu Wilding Conifer Control Group Incorporated).

Schedule 2 | First Members

The first members of the Society are:

11. Director-General of Conservation (Department of Conservation);
12. Land Information New Zealand;
13. Ministry of Primary Industries;
14. Southland Regional Council (Environment Southland);
15. Canterbury Regional Council (Environment Canterbury);
16. Marlborough District Council;
17. Bay of Plenty Regional Council;
18. Hawke's Bay Regional Council;
19. Waikato Regional Council;
20. Horizons Regional Council;
21. Otago Regional Council;
22. Forest Owners Association;
23. Landcorp Farming Limited (Molesworth Station);
24. High Country Federated Farmers;
25. New Zealand Forest Research Institute Limited, trading as Scion;
26. Landcare Research Limited;
27. Waimakariri Ecological and Landscape Restoration Alliance Incorporated;
28. Mid Dome Wilding Trees Charitable Trust;
29. Central Otago Wilding Conifer Control Group Incorporated;
30. South Marlborough Landscape Restoration Trust;
31. Mackenzie Basin Wilding Tree Charitable Trust;
32. The Marlborough Sounds Restoration Trust;
33. Wakatipu Wilding Conifer Control Group Incorporated.