

July 2009

# CONSTITUTION OF "FRIENDS OF THE DUNEDIN BOTANIC GARDEN INCORPORATED"

## 1 NAME OF SOCIETY

The name of the Society is "Friends of the Dunedin Botanic Garden Incorporated."

## 2 OFFICE OF THE SOCIETY

The Office of the Society shall be at the Information Centre in the Lower Botanic Garden.

## 3 INTERPRETATION:

In this constitution, except in so far as the context or subject matter otherwise indicates or requires:

"The Society" means the Society referred to in clause 1.

"The Dunedin Botanic Garden" and "the Garden" means that area of the Dunedin Town Belt administered by the Dunedin City Council as a Botanic garden.

"the Curator" means the person appointed by the Council to be responsible for the Garden. "the Committee" means the committee referred to in clause 7.

Words importing the singular number include the plural number and vice versa: words importing only the masculine gender shall include the feminine.

## 4 AIMS AND OBJECTIVES:

The aims and objectives of the Society are:

- a) To foster interest in the Dunedin Botanic Garden;
- b) To promote the development of the Garden;
- c) To raise funds for approved purposes;
- d) To preserve the integrity of the Dunedin Botanic Garden.

## 5 MEMBERSHIP:

a) The categories of membership are:

- i) Life
- ii) Commercial
- iii) Individual
- iv) Family
- v) Student

vi) Botanic Garden staff member.

The Committee may vary these categories and determine other categories.

- b) **Life Member:** Any person who purchases life membership by payment of such lump sum as the Society in general meeting may determine. Such members shall not be liable to pay any further sum by way of subscription and shall be entitled to vote and otherwise exercise the right of an individual member.
- c) **Commercial Member:** any commercial business shall be eligible for commercial membership at such contribution as the Society in general meeting may determine. Such member shall act by a representative appointed by it and notified to the Society, and such representative shall be entitled to vote and otherwise exercise the rights of an individual member.
- d) **Individual Member:** any individual, partnership or kindred body shall be eligible for membership as an individual member. Any member not an individual shall act by a representative appointed by it and notified to the Society and such representative shall be entitled to vote and otherwise exercise the rights of a member who is an individual.
- e) **Family Member:** one adult with children under 18 years of age, or two adults with or without children under 18 years of age living together as a family, shall be eligible for family membership. At any meeting of the Society a Family Member shall be entitled to only one vote.
- f) **Student Member:** any individual who presents evidence of enrolment in any study course approved by the committee shall be eligible for membership as a student member. A student member upon leaving such course shall cease to be a student member but may upon payment of the appropriate subscription be eligible to be admitted to any other appropriate category of membership.
- g) **Botanic Garden staff members:** all Botanic Garden staff shall be eligible for individual membership at no cost by virtue of their employment. Upon leaving such employment they shall cease to be a member but may upon payment of the appropriate subscription be eligible to be admitted to any other category of membership.
- h) Membership commences when the Committee has approved a written application for membership and the applicant has paid the appropriate subscription. The Committee shall not be bound to give any reason for refusing to admit any application to membership.
- i) Membership ceases upon the receipt by the Committee of the written resignation of the financial member, or when the Committee resolves that a member whose subscription is more than twelve months in arrears shall no longer be a member.
- j) If the Committee is of the opinion that the conduct of a member has been detrimental to the interests of the Society, it may by resolution suspend or terminate the individual membership as it deems fit. No such resolution shall be passed until the member concerned has been afforded the opportunity of showing just cause why suspension or termination of membership should not be proceeded with.
- k) No member shall have any claim on any assets of the Society.

## 6 SUBSCRIPTIONS:

- a) Commercial, Individual, Family and Student members shall pay an annual subscription.
- b) The subscriptions shall be such sums as the Annual General Meeting shall determine.
- c) Subscriptions shall be paid in advance.

## 7 THE COMMITTEE:

- a) The Committee comprises the officers of the Society who are:
  - President
  - Vice President
  - Secretary
  - Treasurer
  - Six elected members: plus
  - Immediate Past President (ex officio with vote)
  - The Curator or nominee (ex officio with vote)
- b) The ten elected members of the Committee shall be elected at an Annual General Meetings of the Society;
- c) The term of office of the President and Vice President shall be a maximum of two years. The incumbent shall not be eligible for re-election until one year has elapsed. The term of office of the Secretary and Treasurer shall normally be a maximum of five years, unless the Committee shall recommend otherwise.
- d) A candidate for election must be nominated and seconded in writing by a member of the Society, and the candidate's written consent to act if elected must accompany the nomination, which must be lodged at the office of the Society or posted so as to reach that office in the ordinary course of post seven days before the Annual General Meeting.

Should insufficient nominations be received, oral nominations may be received at that meeting. If more than sufficient nominations are received an election by secret ballot shall be conducted at the meeting.
- e) The Committee shall have power to fill any vacancy of any elected member until the next Annual General Meeting.
- f) The Curator shall have the authority to include any staff member in any meeting or meetings of the Committee as a non-voting participant.
- g) A member of the Committee vacates that position by:
  - i) Resignation by notice given in writing to the Committee; or

- ii) Cessation of membership of the Society; or
- iii) Absence from three consecutive meetings from the Committee without obtaining leave of absence from the Committee; or
- iv) Incapability for any reason to perform Committee duties.
- h) The Committee may, when necessary, co-opt a maximum of a further two members, with specific expertise for special purposes/projects.
- i) No employee of the Society can be elected as a member of the Committee.
- j) Any employee of the Society may be required to be present at meetings to report to the Committee and provide input as a non-voting participant.

## **8 MANAGEMENT:**

- a) The control and management of the Society is vested in the Committee, which has all the powers necessary to fulfil the objects of the Society, including the powers to accept donations, gifts and legacies, to employ staff, consultants and commission services, conduct approved commercial practices for fund raising, to acquire and hold real and personal property and dispose of the same in such manner as the Committee deems desirable and to invest monies in investments authorised by law for the investment of trust funds.
- b) In exercising its powers, the Committee is obliged to give effect to decisions of the membership embodied in resolutions carried at an Annual or Special General Meeting.
- c) The Committee shall meet when required and shall act by a majority vote of those members present.
- d) The Committee shall cause minutes to be kept recording all resolutions and proceedings of general meetings of the Society and of meetings of the Committee and shall cause such minutes to be submitted for confirmation at the next meeting of the Society or the Committee, as the case may be and for signature by the Chairperson.
- e) The Committee shall provide a Common Seal which shall incorporate the name of the Society. The Common Seal shall be under the control of the Committee and shall be affixed to any document only under the direction of the Committee in the presence of the President or Vice President and one other member of the Committee who shall sign every instrument to which the Seal of the Society is so affixed in their presence. The Seal shall be in the custody of the Secretary

## **9 MEETINGS:**

- a) The Society shall hold an Annual General Meeting within three months of the end of each financial year
- b) The Committee may at any time convene a Special General Meeting and shall

- convene such a meeting on the written request of five members of the Committee or twenty five members of the Society, the request in either case to state the nature of the business to be discussed
- c) Not less than twenty-eight days notice of the Annual General Meeting or of any Special General Meeting shall be given to all members posted to their last known address but any accidental omission to give notice to any member shall not invalidate the meeting.
  - d) Voting by proxy at any annual general meeting is allowable, provided that:
    - i) Proxy votes must be made on the form provided by the Secretary, signed by the member;
    - ii) Proxy voting forms must be submitted to the Secretary prior to the commencement of the general meeting;
    - iii) Votes from any late or incomplete forms are disregarded;
    - iv) Proxy votes can be submitted only for specific motions notified to members before the general meeting;
    - v) Members voting by proxy have clearly declared their voting intention on the specific motion;
    - vi) A member has nominated either the Chairperson or another named member present at the general meeting to submit the vote on their behalf on the proxy voting form.
    - vii) The Secretary shall determine the validity of any proxy votes.
    - viii) General authorisation for another member to make a decision on the member's behalf will not be permitted.
  - e) At the Annual General Meeting the Committee shall present a written report on the activities in the preceding twelve months and on the audited financial position of the Society. A copy of the report shall be forwarded to the Curator for presentation to the Committee of the Dunedin City Council having responsibility for management of the Botanic Garden.
  - f) The business of the Annual General Meeting shall include:-
    - i) consideration and confirmation of the minutes of the previous Annual General Meeting and of the unconfirmed minutes of any previous Special General Meeting;
    - ii) consideration and approval of the Committee's Annual Report and audited financial statements;
    - iii) election of members of the Committee;
    - iv) the appointment of an Auditor and Legal Advisor for the ensuing year;

- v) business of which written notice has been given not less than twenty-eight days before the meeting; and
- vi) Any other business which a majority of the members present at the meeting considers should be dealt with.
- g) The business to be dealt with at any Special General Meeting shall be confined to business of which written notice has been given at least twenty-eight days before the meeting;
- h) In voting at a General Meeting, members of all categories shall be entitled to one vote only, which, except for the purpose or an election shall be cast on the voices or by a show of hands. The Chairperson of a meeting has a casting vote as well as a deliberative vote should there be an equality of votes cast.

## **10 CHAIRPERSON:**

The Chairperson at all general meetings and meetings of the Committee shall be the President, in whose absence the Vice President (or if unavailable some other member of the Committee chosen by the meeting) shall take the chair.

## **11 QUORUM:**

- a) The quorum at a general meeting shall be twenty-five members.
- b) *If within fifteen minutes of the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day (not being more than fourteen days after such meeting) to such time and place as the Chairperson may appoint, and if at that meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.*
- c) The quorum at a meeting of the Committee shall be six members.

## **12 FINANCE:**

- a) All the financial matters and interests of the Society shall be the responsibility of the Treasurer who is directly responsible to the Committee.
- b) All monies of the Society shall be held/banked in such bank or banks as the Committee shall from time to time determine.
- c) Payments made by cheques or electronic payments drawn on the Society's accounts shall be signed or otherwise authorised by the President or Treasurer and one other authorised Committee member.
- d) The financial year of the Society shall be from 1 January to 31 December.
- e) The accounts of the Society, which are to be kept by the Treasurer, are to be audited annually by a member of the N.Z. Society of Accountants appointed by the Annual General Meeting.

### **13 USE OF INCOME AND OTHER FUNDS:**

- a) No part of the income or other funds of the Society may be used for the private pecuniary profit of any member nor used for any purpose that is not charitable in law.
- b) Notwithstanding clause 17 hereafter, this clause may not be altered or amended in any way, or rescinded other than with the permission of the Commissioner of Inland Revenue.

### **14 INDEMNITY OF OFFICERS:**

No officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other officer of the Society or for any loss occasioned by any error of judgment or oversight on his/her part or for any other loss damage or misfortune whatever, which shall happen in the execution of the duties of his/her office or in relation thereto unless the same happen through his/her own willful default or dishonesty.

### **15 VETO POWERS OF THE CURATOR:**

If the Curator (or nominee) advises the Committee that in his/her view a particular course of action proposed by the Society would not be in the best interests of the Garden, that course of action shall not be pursued.

### **16 ALTERATION OF CONSTITUTION:**

An alteration of this constitution may be made only at an Annual General Meeting or at a Special General Meeting called for this purpose, and subject to the following conditions:-

- a) Notice of the proposed amendment(s) must be given to the Secretary in writing not less than thirty-five days before the meeting.
- b) The Annual General Meeting or a Special General Meeting must approve of the alteration by a two-thirds majority of those present and voting, either in the proposed Orin substantially identical terms.

### **17 DISSOLUTION:**

The Society may be dissolved by resolution passed at a general meeting and confirmed in accordance with the Incorporated Societies Act 1908. Upon the dissolution of the Society, and after payment of the Society's debts, the assets of the Society shall be transferred by the appropriate last officers of the Society to the Dunedin City Council for expenditure on the Botanic Garden.