

Heritage Roses New Zealand Inc. Constitution

1 Title

The title of the Society shall be "Heritage Roses New Zealand Incorporated" hereafter referred to as "The Society".

2 Objects

The Objects of the Society shall be:

- a) To foster an appreciation of heritage roses
- b) To facilitate the conservation of heritage roses
- c) To encourage the growing of heritage roses in private and public gardens
- d) To provide opportunities for education, and sharing of knowledge of heritage roses
- e) To recognise excellence and achievement by the presentation of national awards
- f) To function in harmony with other rose societies

3 Registered Office

The registered office of the Society shall be the office or residence of the Honorary Secretary whose duty it becomes, on appointment, to notify the appropriate Government Department(s) of any change of address.

4 Membership

Any person with an interest in heritage roses may become a member upon application and the payment of the subscription to the Executive Committee except for:

- a) A recommendation for life membership (see below)
- b) An application from a person who has previously been expelled from the Society in which case the Executive Committee may by three quarters majority vote decline to accept the membership application.

Single membership entitles the member to:

- participation in all society activities
- attend General Meetings with voting rights
- the Society's Journal issued four times a year

Joint membership may be claimed by two members living at the same address and shall be set at one and a quarter times the single subscription. Joint members are each entitled to all the benefits of the Society but only one copy of the Society's Journal four times a year.

Life membership

A person who has given outstanding service to Heritage Roses NZ Inc, may be recommended by the Executive Committee for Life Membership of the Society. All such

recommendations shall be confirmed by the Annual General Meeting of the Society. The nomination to the Executive Committee shall be supported by three branches.

The decision of the Executive Committee shall be by a three quarters majority vote and the confirmation at the Annual General Meeting shall be by a two thirds majority

Corporate membership

We recognise that some local bodies and some corporate organisations have an interest in the beautification of public and private spaces. Such an organisation may become a member of Heritage Roses NZ Inc by payment of a rate to be set by the Executive Committee.

A Corporation shall be entitled to be represented by one delegate, with voting rights, at the Annual General Meeting of the Society, and shall receive one copy of the Society's Journal four times a year.

Resignation

Any financial member of the Society wishing to resign from the Society must notify the Honorary Secretary in writing. Any member whose subscription is in arrears for four months shall have membership of the Society cancelled automatically and shall not receive subsequent copies of the Society's Journal for that financial year.

5 Expulsion

No member shall seek or receive personal benefit, financially or otherwise from their position within the Heritage Roses Society.

After first giving the person the opportunity to be heard, the Executive Committee may by a seventy-five percent majority expel from the Society, or suspend for a period or reprimand, any member who, in the Executive Committee's judgment has willfully infringed these rules or any regulations made there under or who is guilty of conduct rendering that person unfit to be in the Society.

6 Management

The management of the Society shall be vested in the Executive Committee.

The Committee shall have the power to:

- a) Carry out the objects of the Society as regards all administrative details.
- b) Manage and control the finances of the Society.
- c) Bring members together and encourage communication to support the objects of the Society by organising a significant event or events within

their term of office e.g. conference, seminar, speakers.

d) Delegate such power as it deems advisable to its duly appointed representatives.

e) Co-opt to fill any vacancies that may occur, or assist with any project that may arise, any financial member to the Executive Committee with full voting rights within one financial year. The NZ National Register of Heritage Roses team established to formulate a plan to rescue, save, and record old roses shall be ongoing but remain responsible to the Executive Committee.

f) Pay an honorarium to each National office holder per annum; the offices being those of President, Secretary-Treasurer or Secretary and Treasurer, and Editor, and the Editor's honorarium shall be calculated to reflect the number of Journal issues published annually. The amount of each honorarium for the following year shall be recommended by the Executive Committee for approval by the Annual General Meeting

g) Management of the Society shall be by one of the three options listed below, every three years. The options in order of preference are:-

- i) a local branch
- ii) a North Island or South Island Executive committee, to alternate every three years
- iii) a National Executive Committee.

The outgoing Executive Committee shall be responsible for facilitating the next Executive Committee to take office.

7 The Executive Committee

The Executive Committee of the Society shall consist of at least seven members, including:

- a) President with a maximum term spanning three consecutive Annual General Meetings following election
- b) Honorary Secretary
- c) Honorary Treasurer
- d) Honorary Editor of the Journal
- e) At least three additional Committee members.

8 Election of Executive Committee

All members of the Executive Committee shall be elected annually by secret ballot at the Annual General Meeting of the Society.

Nominations for the Executive Committee shall be received in writing by the Honorary Secretary not less than seven days before the Annual General Meeting of the Society.

9 Duties of the Secretary

The Honorary Secretary shall attend all meetings of the Society, or appoint a deputy, to keep correct minutes of the proceedings in books

which are to be produced at each meeting of the Society. Read and file all communications and other papers, issue notices of meetings where directed, conduct the correspondence, keep a proper register of the names and addresses of members.

10 Duties of the Treasurer

The Honorary Treasurer shall apply for and account for all dues and promptly pay the same to the credit of the Society into a bank approved by the Executive, disperse all monies under the authority of the Executive, shall produce the Society's books whenever called upon to do so, shall make a written report of the financial condition of the Society at the Annual General Meeting, produce books and accounts for audit by the end of the financial year and fulfil all the duties of the office.

11 Meetings

The Annual General Meeting of the Society shall be held within three months of the end of the financial year. The Auditor shall be appointed at the Annual General Meeting.

Special General Meetings may be called by the Executive Committee or at the request of fifteen financial members of the Society. Notice of such Meetings shall be given in the official publication of the Society or by not less than fourteen days notice in writing to the Branch Convenors.

At all General Meetings of the Society the President shall take the chair. Should the President be unable to attend then a member of the Executive Committee shall be elected to the chair for the Meeting. Standing orders shall be observed upon motion from the floor at all Meetings of the Society.

12 Quorum

At all General Meetings, fifteen financial members shall constitute a quorum. At all Executive Committee meetings half the members of the Executive Committee shall constitute a quorum.

13 Voting

At all meetings of the Society voting shall be recorded on voices or by show of hands, or, if the Chairman considers it necessary, or if requested from the floor, by ballot.

A bare majority of all votes cast shall be required to carry any resolution except for voting for life membership or rule changes. In the case of the equality of votes, except in the election of Executive Committee members, the Chairman shall have a casting as well as deliberative vote. If a tie shall occur in election, a further ballot shall

be held.

14 Proxy

Any member unable to attend a General Meeting may vote by proxy which must be in the hands of the Honorary Secretary by seven days before the Meeting. Only financial members may hold a proxy for another member.

15 Subscriptions

The subscription to the Society will be a sum fixed each year at the Annual General Meeting. Subscriptions are due at the beginning of the financial year.

16 Financial Year

The Society's financial year shall commence on the 1st of September.

17 Control of Funds

The Society may only use money and other assets if it is for the purpose of the Society and it is not for the sole personal or individual benefit of any member.

All funds of the Society shall be paid into an account in the name of the Society in either a Trading Bank or Trustee Savings Bank.

This account shall be under the control of the Executive Committee. All cheques shall be signed by any two of three persons appointed from this committee.

All accounts not exceeding \$100 may be paid by the Treasurer without recourse to the Executive Committee.

All accounts over \$100 to be paid upon majority vote or written approval of the Executive Committee, or by majority vote of those attending a General Meeting.

18 Local Branches

Members in all areas including that in which the Executive Committee meets shall be entitled to apply to the Executive to form a branch committee in their area in order to promote the objects of Heritage Roses NZ Inc as set out in Rule 2 of the Constitution.

All financial members of Heritage Roses NZ Inc residing in that area shall be deemed to be members of that Branch as well as Heritage Roses NZ Inc and are entitled to all the benefits of the Society. Prospective members/visitors shall pay the subscription to Heritage Roses NZ Inc after their second attendance at a Society meeting/event. All branch committee members and the signatories to any local bank accounts shall be current members of Heritage Roses NZ Inc.

Where a fee is being charged to attend meetings/functions, non-members/visitors to these meetings/functions are to be charged more than

members. Branch committees shall be entitled to charge a small fee to meet local costs and to raise funds for local or national projects. Branch Committees are to be fully accountable to the Executive Committee, who will run Heritage Roses NZ Inc for the benefit of all members.

19 Rules

The rules may be added to, altered or rescinded by a two thirds majority of votes cast at an Annual General Meeting or a Special Meeting called for such purpose, provided that at least one month's notice of such a Meeting and the proposed alteration has been given to all members.

20 By-Laws

The Executive Committee may from time to time by resolution pass By-Laws provided such By-Laws are not contrary to these rules and are approved by the next General Meeting of the Society.

21 Liquidation

A motion to liquidate the Society may only be made by an announcement of intention to liquidate the Society in the official Journal. To effect a liquidation a bare majority of members attending two Special General Meetings called for the purpose must be in favour of the aforementioned liquidation. The second Special General Meeting called for the purpose must be held not less than 30 days after the first Meeting. If a motion to liquidate the Society is carried by the said majority at each Meeting and provided all of the Society's liabilities have been discharged, the Society's surplus funds and assets (if any) shall be distributed to such incorporated society or societies that is/are charitable under New Zealand law and have objects similar to those of the Society as may be decided by the members attending the second Special General Meeting called for the purpose of approving the liquidation provided that no part of the Society's surplus funds or assets shall be distributed, or shall be able to be distributed, to any member of the Society.

22 Common Seal

The common seal of the Society shall be kept in the custody of the Honorary Secretary, and shall not be affixed to any documents except by resolution of the Executive Committee, and in the presence of two members thereof, who shall affix their signatures as witnesses to every document so sealed..

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