

**Constitution of  
Heritage Roses New Zealand Incorporated**

**October 2017**

# Heritage Roses New Zealand Inc Constitution

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## 1 Title

- 1.1 The title of the Society shall be “Heritage Roses New Zealand Incorporated” hereafter referred to as “The Society”

## 2 Objects

- 2.1 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 recognize excellence and achievement by the presentation of national awards
  - f) To function in harmony with other rose societies
  - g) To represent and promote the interests of the Society; and
  - h) To do any act or thing incidental or conducive to the attainment of any of the above objects.
- 2.2 Without detracting from the primary objects of the Society, the Society may:
- a) Establish codes of behaviour applicable to members; and
  - b) Make regulations or bylaws to advance the attainment of any of the above objects.

## 3 Registered Office

- 3.1 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

- 4.1 Any person with an interest in heritage roses may become a member or renew their membership upon application and the payment of the annual subscription to the National Executive Committee except for:
- A recommendation for life membership (See 4.1c)
  - An application from a person who the National Executive Committee, in its absolute discretion, by three-quarters majority vote, resolves not to accept as a member. The National Executive Committee shall advise the applicant of its decision, and that decision shall be final.
- a) Single Membership entitles the member to:
    - Participate in all the Society’s Activities
    - Attend General Meetings with voting rights
    - Receive the Society’s Journal issued four times a year.
  - b) 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 entitled to the benefits of the Society. Each joint member is entitled to full voting rights but will receive only one copy of the Society’s Journal four times a year per Joint Membership.
  - c) Life Membership  
A member, who has given outstanding service to Heritage Roses NZ Inc, may be recommended by the National 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 National Executive Committee shall be supported by three branches.

The decision of the National 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.

A Life Member shall have all the rights and privileges of an Individual Member and shall be subject to all duties of an Individual Member except those of paying a subscription and levies.

d) Honorary Membership

An Honorary Member is a person honoured for services to the Society or in an associated field, elected as an Honorary Member by resolution of a General Meeting passed by two thirds of those present and voting. An Honorary shall have no membership rights, privileges or duties, but will receive the Society's Journal four times a year.

e) Corporate Membership

We recognize that some local bodies and corporate organizations have an interest in the beautification of public and private places. Such an organization may become a member of Heritage Roses NZ Inc by payment of a rate set by the National 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.

4.2 Resignation

Any financial member of the Society may resign from the Society by notifying the Honorary Treasurer 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 Journals for that financial year.

**5 Process for Handling Internal Disputes**

5.1 No member shall seek or receive personal benefit, financial or otherwise from their position within the Society.

5.2 No member shall bring the Society or any part of the Society, or any other member of the Society into disrepute.

5.3 If the majority of the National Executive Committee consider the conduct of any member to be improper, or in any way prejudicial to the objects, interests or standing of the Society, the National Executive Committee shall contact the member concerned in writing and require an explanation in writing from him/her. If an explanation satisfactory to the said National Executive Committee is not received within fourteen days (14) days of receipt, the said National Executive Committee may expel such a member.

5.4 Any complaint about a member, whether from another member or any person, shall be lodged in writing with the Secretary, and the procedures set out below shall be observed:

a) The National Executive Committee shall have the following discretions:

i. If the nature of the complaint indicates that the subject matter should be dealt with by any court or tribunal, the National Executive Committee may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:

- Effectively disposes of the complaint, the National Executive Committee may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or make submissions; or
- Does not effectively dispose of the complaint, the National Executive Committee may decide to undertake such further investigations as it sees fit, and then follow the procedures set out in paragraph (b) (iv) to (vii) of this rule.

ii. The National Executive Committee may decline to investigate or consider the complaint if the nature of the complaint indicates the subject matter is petty, frivolous, or inconsequential.

- iii. The National Executive Committee may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the National Executive Committee, it becomes apparent to the National Executive Committee that it is not appropriate further to investigate or consider the complaint.
  - iv. If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the National Executive Committee from professional advisers, the National Executive Committee may at any time: Decline further to investigate or consider the complaint; or Require the complainant to deposit with the Society such sum as the National Executive Committee thinks fit to reimburse the Society wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Society's professional adviser's fees, before further investigating or considering the complaint.
- b) The following procedures shall be observed when a complaint is investigated and considered:
- i. The member shall be sent a copy of the complaint by registered mail;
  - ii. The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the National Executive Committee or any special committee established by it for the purpose of hearing and deciding upon the complaint;
  - iii. Further enquiries may be made by or on behalf of the National Executive Committee or any special committee, and the results of these enquiries shall be made known to the complainant and the member;
  - iv. The National Executive Committee or any such special committee shall allow the complainant and the member the opportunity to be heard by the National Executive Committee or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in anyway biased shall hear and determine the complaint);
  - v. The National Executive Committee or any such special committee by a seventy-five percent majority may:
    1. Dismiss the complaint; or
    2. Uphold the complaint and do one or more of the following:
      - Reprimand or admonish the member;
      - Suspend the member from membership for a specific period; and that member will not be accepted on any committee both nationally and regionally;
      - Alter the membership classification of the member;
      - Impose a fine on the member; or
      - Expel the member.
  - vi. The National Executive Committee or any such special committee shall respect the confidentiality of the proceedings; and
  - vii. The decision and any reason which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the National Executive Committee or any such special committee be conveyed to members.
- c) The decisions of the National Executive Committee or any special committee hearing and deciding upon any complaint under this Constitution and any document established under 2.2, shall be final and binding on the complainant and the member complained against, and shall not be subject to any review or challenge.

5.5 A member whose membership is terminated under this Constitution and any document established under 2.2, shall remain liable to pay all subscriptions and levies to the end of the Society's financial year

in which the membership was terminated; shall cease to hold himself or herself out as a member of the Society; and shall return to the Society all material produced by the Society.

## **6 Re-admission of former members**

- 6.1 Any former member may apply for re-admission in the manner prescribed for new applicants and may only be re-admitted by decision of the National Executive Committee.
- 6.2 However, if a former member's membership was terminated for criminal or illegal activity the applicant shall not be re-admitted by the National Executive Committee without prior approval of a general meeting.

## **7 Management**

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

- 7.1 The National Executive 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 organizing a significant event or events within their term of office, e.g. conferences, seminars or 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 National Executive Committee with full voting rights within one financial year.
  - f) Pay an honorarium to each National Executive Committee Office holder; the Offices being those of President, Secretary, Treasurer, and Editor. The Editor's honorarium be calculated to reflect the number of Journal issues published annually and be paid after the publication of each Journal. The remainder of the honoraria for each position shall be set by resolution at the Annual General Meeting prior to the year in which it is to be paid.
  - g) Ensure that all Members follow the Constitution and any document established under 2.2.
  - h) Set subscriptions and special levies outside of the membership fees.
- 7.2 The National Executive Committee shall be appointed by one of the three options listed below:
- a) First in order of priority a local regional National Executive Committee.
  - b) Second in order of priority a North Island or South Island National Executive Committee.
  - c) Third in order of priority a nationwide National Executive Committee, elected by a General Meeting of the Society.
  - d) Each National Executive Committee will serve a term of 3 years.
- 7.3 The outgoing National Executive Committee shall be responsible for facilitating the next National Executive Committee to take office. The outgoing National Executive Committee shall be responsible for producing the November Journal; and for setting the dates and running the AGM until the election of the new National Executive Committee.

## **8 The National Executive Committee**

The National 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 National Executive Committee members.

## **9 Election of National Executive Committee**

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

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

## **10 Cessation of National Executive Committee Membership**

Persons cease to be National Executive Committee Members when:

- a) They resign by giving written notice to the National Executive Committee.
- b) They are removed by majority vote at a General Meeting of the Society.
- c) Their term expires.

## **11 Duties of the President**

The Chair/President is responsible for:

- a) Ensuring that the Constitution and any document established under 2.2 are followed;
- b) Convening Meetings and establishing whether or not a quorum (half of the National Executive Committee) is present;
- c) Chairing Meetings, deciding who may speak and when;
- d) Overseeing the operation of the Society;
- e) Providing a report on the operations of the Society at each Annual General Meeting.

## **12 Duties of the Secretary**

The Honorary Secretary or a deputy appointed at the meeting of the Society and its National Executive Committee shall attend all meetings of the Society and is responsible for:

- a) Keeping correct minutes of the proceedings in books which are to be produced at each meeting of the Society;
- b) Reading and filing all communications and other papers;
- c) Receiving and replying to correspondence as required by the National Executive Committee;
- d) Issuing notices of meetings where directed;
- e) Keeping historic records & minutes; and have custody of the Common Seal;
- f) Advising the Registrar of Incorporated Societies of any changes to the Constitution and any document established under 2.2.

## **13 Duties of the Treasurer**

The Honorary Treasurer is responsible for:

- a) Applying for and accounting for all dues and promptly paying the same to the credit of the Society into a bank approved by the National Executive Committee;
- b) Dispersing all monies under the authority of the National Executive Committee;
- c) Producing the Society's books whenever called upon to do so;
- d) Making a written report of the financial condition of the Society at the Annual General Meeting;
- e) Producing books and accounts for audit by the end of the financial year;
- f) Keeping a proper register of the names and addresses of all members;
- g) Fulfilling all the financial and reporting duties of the office.

## **14 The National Register Team**

Set up to record, rescue and save old roses shall be ongoing, and provide an annual report to the National Executive Committee.

## **15 Meetings**

### **15.1 National Executive Committee Meetings**

- a) National Executive Committee meetings may be held via video or telephone conference, or other formats as the National Executive Committee may decide;

- b) No National Executive Committee Meeting may be held unless more than half of the National Executive Committee Members attend;
- c) The President shall chair National Executive Committee Meetings, or if the President is absent, the National Executive Committee shall elect a National Executive Committee Member to chair that meeting;
- d) Decisions of the National Executive Committee shall be by majority vote;
- e) The President or person acting as Chair/President has a casting vote, that is, a second vote in case of equality of votes;
- f) Only National Executive Committee Members present at a National Executive Committee Meeting may vote at that National Executive Committee Meeting.
- g) Subject to this Constitution and any document established under 2.2, the National Executive Committee may regulate its own practices.

## 15.2 Annual General Meetings

- a) The Annual General Meeting of the Society shall be held within three months of the end of the Financial Year. Notice of meetings shall be given in the official publication of the Society prior to the Annual General Meeting.
- b) At all Annual General Meetings of the Society, the President shall take the chair. Should the President be unable to attend then a member of the National Executive Committee shall be elected to the chair for the meeting.
- c) The business of the Annual General Meeting shall be:
  - i. Receiving any minutes of the Society's previous Annual General Meeting;
  - ii. The Chair/President'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. Appointment of the Auditor;
  - v. Election of National Executive Committee Members;
  - vi. Setting of membership fees and honorariums for the coming year;
  - vii. Motions to be considered;
  - viii. General business.
- d) The Secretary will provide:
  - i. A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the National Executive Committee.
  - ii. A list of Nominees for the National Executive Committee, and information about those Nominees if it has been provided.
  - iii. Notice of motions, if any, and the National Executive Committee's recommendations about those motions.
  - iv. If the Secretary has provided a notice to members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

## 15.3 Special General Meetings

- a) Special General Meetings may be called by the National Executive Committee or at the request of fifteen financial members of the Society.
- b) Notice of meetings shall be given in the official publication of the Society prior to the Special General Meeting.
- c) At all Special General Meetings of the Society, the President shall take the chair. Should the President be unable to attend then a member of the National Executive Committee shall be elected to the chair for the meeting.

## 15.4 Adjournment of Meetings

- a) The President or his/her nominee shall adjourn the meeting if necessary.
- b) Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be cancelled; in any other case, it shall stand adjourned to a day, time and place determined by the Chair, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time

to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **16 Motions**

Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary by the deadline for the last publication of the Society’s Journal before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The National Executive 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 25% of eligible Members it must be voted on at the next Society Meeting.

## **17 Quorums**

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

## **18 Voting**

- a) Only current financial members of the Society may vote.
- b) At all meetings of the Society voting shall be by a show of hands, or, if the Chairperson considers it necessary, or if requested from the floor, by ballot.
- c) A bare majority of all votes cast shall be required to carry any resolution except for voting for life membership (see clause 4.1c) or Constitution (see clause 25) changes. In the case of equality of votes, except in the election of the National Executive Committee members, the Chairperson shall have a casting vote as well as deliberative vote. If a tie shall occur in election, a further ballot shall be held.
- d) A member of the National Executive Committee and one other current financial member, elected by the meeting will act as scrutineers for any secret ballot.

## **19 Proxy**

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

## **20 Subscriptions**

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

## **21 Financial Year**

The Society’s financial year shall commence on the 1<sup>st</sup> of September.

## **22 Control of Funds**

- a) 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.
- b) 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.
- c) This account shall be under the control of the National Executive Committee. All cheques shall be signed by any two of three persons appointed from this National Executive Committee.

- d) All accounts not exceeding \$100 may be paid by the Treasurer without recourse to the National Executive Committee.
- e) All accounts over \$100 to be paid upon majority vote or written approval of the National Executive Committee, or by majority vote of those attending a General Meeting.

### **23 Local Branches/ Regions**

- a) Local Branches/ Regions from various areas within New Zealand form HRNZI and are run by local HRNZI Convenors.
- b) All members must belong to HRNZI by paying their subscription to the HRNZI Treasurer before belonging to a local Branch/Region.
- c) All members/ visitors attending local Branch / Region events or meetings MUST pay an annual subscription to HRNZI after attending two meetings/events of the local Branch / Region of HRNZI.
- d) HRNZI members in all areas including that in which the National Executive Committee meets shall be entitled to apply to the National Executive Committee to form a HRNZI Branch/ Region Committee in their area in order to promote the objects of Heritage Roses NZ Inc as set out in Clause 2 of the Constitution.
- e) All HRNZI Branch/Region Committee members and the signatories to any local bank accounts shall be current financial members of Heritage Roses NZ Inc.
- f) Where a fee is being charged to attend meetings / functions, non-members/visitors to these functions are to be charged more than members.
- g) HRNZI Branch/ Region Committees shall be entitled to charge a small fee, run raffles, etc. to meet Branch / Region costs and to raise funds for local and national projects. HRNZI Branch/ Region Committees are to be fully accountable to the National Executive Committee, who will run Heritage Roses NZ Inc for the benefit of all members.
- h) Branch/Region Convenors have the right to recommend to the National Executive Committee that a member's membership not be renewed.
- i) Branch/Region Convenors are obliged to see that the Constitution is adhered to and the objects of the Society are promoted within their regions.

### **24 HRNZI Social Media**

Any member/ person deemed by the National Executive Committee or Administrator of these sites to have posted an inappropriate comment shall have it removed and be sent a written warning. If the behaviour persists they may be blocked from the use of the HRNZI Social Media pages.

### **25 Constitution**

The Constitution may be added to, altered or rescinded by a two thirds majority of votes at an Annual General Meeting or a Special General 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.

### **26 Regulations/By-Laws**

The National Executive Committee may from time to time by resolution pass Regulations/By-Laws provided such Regulations/By-Laws are not contrary to this Constitution and are approved by the next General Meeting of the Society.

## **27 Liquidation**

A motion to liquidate the Society may only be made by an announcement of the 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 than thirty days after the first Meeting. If a motion to liquidate the Society is carried by the said majority at each Meeting and provided that 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.

## **28 Common Seal**

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

Date:

President - Olga Yuretich,

Honorary Secretary - Elsa Olla,

Honorary Treasurer - Judy Webster,