



SEP RUL

# Constitution of the Botanical Society of Otago 2001 April 4

## 1. Name

The name of the Society shall be the "Botanical Society of Otago", hereinafter referred to as the "BSO".

## 2. Definitions

'Botany' means 'Botany *sensu lato*' and includes the knowledge and study of angiosperms, gymnosperms, pteridophytes, bryophytes, algae, lichens, fungi, bacteria and viruses.

'Otago' means 'Otago *sensu lato*', i.e. the province of Otago at the time that provinces last existed (i.e. south of the Waitaki River in the east and of the Paringa River in the west, and including the southern islands of New Zealand).

## 3. Objectives

The BSO shall operate as a non-profit making organisation with the following objectives, all especially but not only within Otago:

- i. To bring together people interested in botany.
- ii. To promote the knowledge, appreciation and enjoyment of Botany through literature, art and science.
- iii. To promote the conservation of the indigenous flora of New Zealand.
- iv. To educate and enthuse the general public on Botanical matters.
- v. To provide advice to other bodies on botanical matters.
- vi. To further botanical knowledge.

## 4. Powers

The powers of the BSO shall be, in furthering the Objectives:

- i. To hold meetings, workshops and field trips.
- ii. To produce any printed or electronic material (e.g. newsletter, web page) that the BSO may think desirable for the promotion of its objectives.
- iii. To award prizes.
- iv. To make submissions on matters of public interest relating to the objectives of the BSO.
- v. To control, invest and deal with the money of the BSO in such a manner as may be thought fit by the BSO.
- vi. To remunerate any person or organization for services rendered or materials provided, or to be rendered or provided, to the BSO, as authorized by the committee.
- vii. To accept any gift of money, goods or property.
- viii. To take such steps by personal or written applications, public meetings or otherwise, as may be from time to time be deemed expedient for the purposes of procuring contributions to the funds of the BSO, in the shape of donations, annual subscriptions, sponsorship or otherwise.
- ix. To appoint officers to act in an honorary capacity to the BSO such as solicitor.
- x. To do all other things that are conducive to the attainment of the objectives of the BSO.

## 5. Membership

### Classes

The membership of the BSO shall consist of Ordinary members and Honorary members

### Eligibility

Persons eligible for membership of the BSO shall be professional and amateur botanists, interested members of the public and affiliated societies and organizations.

### Register of members

A register of members of the BSO shall be kept. It shall contain the following in respect of each member:

- The member's name and address
- Telephone number (optional)
- Electronic address (optional)
- Preferred mailing method
- Membership class

A list appended to the register of members of the BSO shall be kept by the Treasurer and shall contain the following in respect of each member:

- Member's name and address
- Subscription status.

### Subscriptions

Membership subscriptions shall be decided at the Annual General Meeting. Special rates may be set for students, families and any other category. Membership of the BSO shall be annual. No subscription shall be payable by Honorary Members or invited guests.

### Resignation

A member may resign from the BSO at any time by informing the Secretary but no refunds may be given. A member will be deemed to have resigned after two years of non-payment of the annual subscription

## **6. Officers and committee of the BSO**

### Officers

The officers of the BSO shall be:

- Chairman
- Secretary
- Treasurer
- Newsletter Editor
- Auditor
- any other such officer as the AGM may wish to elect

### Committee

The Committee of the BSO shall comprise the Chairman, Secretary, Treasurer, Newsletter Editor, and at least two other members. In the event of a tied vote, the Chairman shall have a casting vote in addition to his/her ordinary vote.

### Election

Officers and other Committee members shall be elected at the Annual General Meeting of the BSO, and shall hold office for one year. The Committee shall have the power to co-opted additional members.

An officer or committee member may resign at any time, in writing to the Chairman or Secretary. Such resignations shall be reported to the Committee. Upon receiving such a resignation, the Committee shall appoint a replacement for the remainder of the year, or may if it wishes convene an Ordinary General Meeting to do so.

## **7. General Meetings**

An Annual General Meeting shall be held within the first three months of each year. Ordinary General Meetings may be held at any other time, if called by the Committee or in writing by ten paid-up members. Members shall be notified of any General Meeting via the Newsletter at least three weeks before the meeting. In the event of a tied vote, the Chairman shall have a casting vote in addition to his/her ordinary vote.

## **8. Finance**

The Treasurer shall control all monies and keep a record. Money other than a small amount of cash shall be kept in an account under the BSO's name at a major trading bank. All payments shall be authorized, by cheque signing or by other means, by two persons out of the Chairman, Treasurer, Secretary and one other member of the committee to be appointed by the committee. All expenditure shall be approved by the committee and recorded in the minutes which is greater than a limit to be set each year by the committee

The financial year for the BSO shall end on December 31 each year. A statement of income, expenditure and financial balance shall be presented to the Auditor for evaluation and then, with the Auditor's comments, to the Annual General Meeting for approval.

## **9. Payments, in relation to charitable status**

In order to prevent benefit to members:

- a. Any income, benefit or advantage shall be applied to the charitable purposes of the BSO, as listed above.
- b. No member of the BSO, or any person personally associated (e.g. as a relative or partner) with a member, shall participate in, or materially influence, any decision made by the BSO in respect of the payment to, or on behalf of, that member or personally associated person of any income, benefit or advantage.
- c. Any such payment shall be reasonable, and equivalent to that which would be paid at an arm's-length transaction (i.e. the open market value)

## **10. Dissolution**

The BSO may be dissolved by a resolution carried at any special general meeting by a two thirds majority.

If the BSO be dissolved, its assets shall be disposed in accordance with the directions given by the concluding General Meeting of the BSO, or in the event of a quorum not being obtained at that meeting by the Committee then in office, provided that the assets shall go to bodies within New Zealand that further the Objectives of the BSO, and that have a tax-exempt status as charitable organisations.

## **11. Amendment**

Amendments to this constitution may be made only by decision of any General Meeting. Members shall be notified of any proposed amendment via the newsletter or via a General Meeting at least three weeks before being voted upon. Minor amendments to the notified constitutional amendment, within the spirit of the proposed constitutional amendment, may be made in the normal way when it is formally discussed at a general meeting. A simple majority of those present and not abstaining shall be sufficient to carry the amendment.

Any amendments to this constitution shall retain: (a) the "Objectives" (Clause 3) as only activities appropriate for a charity, (b) the thrust of "Payments, in relation to charitable status" (Clause 9) as preventing members obtaining personal benefit from the BSO, and (c) "Dissolution" (Clause 10), as limiting distribution of the assets to appropriate organisations.