

Constitution of the Botanical Society of Otago

These rules are made the 14th of May 2025

1 TE INGOA/ NAME

The Society's name is the "Botanical Society of Otago", hereinafter referred to as the "BSO".

2 WHĀINGA/PURPOSE

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

- (1) To bring together people interested in botany, where 'botany' includes the knowledge and study of angiosperms, gymnosperms, pteridophytes, bryophytes, algae, lichens, fungi, bacteria, and viruses.
- (2) To promote the knowledge, appreciation and enjoyment of botany through literature, art and science.
- (3) To promote the conservation of the indigenous flora of New Zealand.
- (4) To educate and enthuse the general public on botanical matters.
- (5) To provide advice to other bodies on botanical matters.
- (6) To further botanical knowledge.

3 NGA MAHI KI AOTEAROA ANAKE/ ACTIVITIES LIMITED TO AOTEAROA/NEW ZEALAND

The activities of the BSO will be limited to Aotearoa/New Zealand.

4 TĀRI/OFFICE

The office of the BSO will be in such place in Aotearoa/New Zealand as the officers may determine.

5 TE RUNANGA WHAKAHAERE/ MANAGEMENT OF THE SOCIETY

- (1) The BSO will be managed by a committee ("the Committee"), which is elected at the Annual General Meeting ("AGM") of the BSO and holds office for one year. Any current Ordinary member of the BSO is eligible to serve on the Committee. A member of the Committee may only serve in the same officer role on the Committee for a maximum of 5 consecutive terms.
- (2) The Committee shall be comprised of the following:
 - (a) Chair
 - (b) Vice Chair
 - (c) Secretary
 - (d) Treasurer
 - (e) Newsletter Editor
 - (f) and up to five other voting committee members.

- (3) The Committee will meet regularly, at least six times per year. Minutes shall be kept for every meeting. The Committee must act by majority decision. At least half of the Committee's currently serving members must be present at the meeting for the Committee to be able to take decisions. If votes are tied, the Chair may have an extra vote.
- (4) A committee member may resign at any time, in writing to the Chair or Secretary. Such resignations shall be reported to the Committee. Upon receiving such a resignation from an officer, the Committee shall appoint a replacement for the remainder of the year or convene a General Meeting for BSO members to elect a replacement. Upon receiving such a resignation from a general voting member of the committee, the Committee may appoint a replacement or convene a General Meeting to elect a replacement if it wishes to do so.

6 TAKETAKE/ POWERS

In order to carry out the BSO's charitable purposes, the Committee has the power to:

- (1) raise funds, receive grants and donations;
- (2) apply funds to carry out the purposes of the Society;
- (3) co-operate with and support other groups with similar purposes;
- (4) do anything which is lawful and necessary to achieve the purposes of the Society.

7 MEMBERSHIP

- (1) Classes: The membership of the BSO shall consist of Ordinary members and Life members.
- (2) Eligibility: People who support the work of the BSO are eligible for Ordinary membership. The Committee may appoint an individual who has made outstanding contributions to the BSO or its members to be a Life member. A Life member has all benefits of membership but does not have voting rights and is not included in quorum calculations.
- (3) Register of members: The Committee shall keep an up-to-date register of members that contains the following for each member:
 - a. Member's name
 - b. Mailing address and/or E-mail address
 - c. Telephone number (optional)
 - d. Preferred mailing method (e.g., for newsletter)
 - e. Membership class
 - f. Subscription status
- (4) Subscriptions: Membership subscription rates shall be decided at the Annual General Meeting. Special rates may be set for students and any other category. Membership of the BSO shall be annual and may be renewed. No subscription shall be payable by Life members.
- (5) Expectations of members: All members shall promote the purposes of the BSO and will do nothing to bring the BSO into disrepute. Members are expected to follow appropriate codes of conduct and established guidelines for any BSO event.
- (6) Resignation: A member may resign from the BSO at any time by informing the Secretary but no refunds for subscription fees will be given. A member will be deemed to have resigned after two years of non-payment of the annual subscription.

- (7) Removal from membership: The Committee may revoke a person's membership if they believe it is in the best interests of the BSO. The member has the right to be heard by the Committee before the decision is made and can be accompanied by a support person.

8 KO NGA RAWA HEI PAINGA MO TE IWI/ INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

- (1) Any income, benefit or advantage must be used to further the charitable purposes of the BSO.
- (2) The use of money and property must be approved by either the Committee or at a General Meeting.
- (3) The Committee and members of the BSO cannot receive any money or property from the BSO, except to refund reasonable out of pocket expenses or as the recipient of an advertised grant or scholarship provided by the BSO.
- (4) No member of the BSO, or any person personally associated with a member (e.g., as a relative or partner), 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.
- (5) 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).

9 CONFLICTS OF INTEREST

- (1) A member of the BSO has a conflict of interest in a decision of the BSO when:
 - (a) the member has a personal or financial interest in the decision;
 - (b) the decision affects an organisation in which the member has a personal or financial interest;
 - (c) the decision affects a close family member;
 - (d) where the member is unable to act in the best interests of the BSO because of a competing interest.
- (2) Where a member is interested in a decision of the BSO they may not:
 - (a) materially influence or vote on the decision; and
 - (b) take part in the deliberation about the decision.
- (3) A member must declare any interest in writing to the Committee as soon as they become aware of it.

10 PŪTEA/ FINANCIAL ARRANGEMENTS

- (1) 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. The Treasurer and at least two other members of the Committee, appointed by the Committee, shall have access to the bank account. All payments made from the BSO account shall be authorised by two committee members. All expenditure which is greater than a limit to be set each year by the Committee shall be approved by the Committee and recorded in the minutes.
- (2) The financial year for the BSO shall begin on 1 April and end on 31 March.

- (3) A statement of income, expenditure and financial balance shall be presented at the Annual General Meeting for approval and filed with Charities Services within six months of the BSO's end of financial year. The most recent annual accounts can be seen by any member of the BSO on request.

11 GENERAL MEETINGS

- (1) Annual General Meeting (AGM): An AGM shall be held within the first three months of each financial year of the BSO. Members shall be notified of the meeting date at least three weeks in advance and provided with the meeting agenda and officer reports at least one week in advance. The standing agenda for the AGM shall include an annual Chair's report, annual financial report presented by the Treasurer, any proposal to increase membership subscription fees, and elections of committee members. Every member attending the AGM has one vote and any current member who cannot attend the AGM can indicate in writing that an attending member can enter their vote by proxy. There must be at least 10 member votes to pass any decisions, including proxy votes. If votes are tied, the Chair may have an extra vote. Minutes must be kept of the AGM. The AGM may be held remotely by electronic means.
- (2) Special General Meetings: A General Meeting may be held at any time, if called by the Committee or in writing by 10 current members. Members shall be notified of the date and agenda of any General Meeting at least three weeks in advance. Every member attending the meeting has one vote and any current member who cannot attend the meeting can indicate in writing that an attending member can enter their vote by proxy. There must be at least 10 member votes to pass any decisions, including proxy votes. If votes are tied, the Chair may have an extra vote. Minutes must be kept of any meeting. A meeting may be held remotely by electronic means.

12 AMENDMENTS

- (1) Amendments to this constitution may be made only by decision of any General Meeting. Members shall be notified of any proposed amendment at least three weeks before being voted upon. Minor amendments to the notified constitutional amendment, within the spirit of the proposed constitutional amendment, made be made in the normal way when it is formally discussed at the General Meeting. A simple majority of members present and not abstaining (including members voting by proxy) shall be sufficient to carry the amendment..
- (2) Any amendments to this constitution shall retain:
 - a. the Purpose (Clause 2) as only activities appropriate for a charity;
 - b. the prevention of members obtaining personal benefit from the BSO, as in Clause 8; and
 - c. "Dissolution" (Clause 14) as limiting distribution of the BSO's assets to appropriate organisations.

13 TAKAWAENGA/ MEDIATION AND ARBITRATION

If a dispute arises out of, or relating to the rules described in this constitution, and cannot be resolved through discussions between the Committee and those involved, the Committee may refer the dispute to mediation and/or arbitration.

14 DISSOLUTION

- (1) The BSO may be dissolved by a resolution carried at any General Meeting by a two-thirds majority vote of members present and not abstaining (including members voting by proxy).

(2) If the BSO be dissolved and any assets remain after the settlement of its debts and liabilities, these assets shall be disposed of by the Committee then in office, provided that the assets go to bodies within Aotearoa New Zealand that further the objectives of the BSO and that have tax-exempt status as charitable organisations.

Signed

Print name and role in Society

Date