

17 February 2020

**Constitution**  
**Friends of Karori Cemetery**

**1. NAME**

The name of the Society is 'Friends of Karori Cemetery Incorporated'.

**2. PURPOSES**

2.1 The purposes of the Society are:

- a) to support the preservation, protection and enhancement of the heritage, recreational and ecological aspects of the Karori Cemetery;
- b) to promote public interest in the Cemetery;
- c) to support and undertake research into the history of the Cemetery and those interred in it; and
- d) to advise and assist the WCC in its efforts to achieve all the above.

2.2 To achieve this the Society will develop and maintain a capability to undertake projects and programmes, in consultation with the WCC, to contribute to:

- a) the identification, management and interpretation of heritage issues, including (but not limited to) improving access, signage, wayfinding, and interpretation at key locations, contributing to grave/plot restoration, and conducting historical and genealogical research;
- b) increasing public awareness and knowledge of the Cemetery including (but not limited to) the development of guided and self-guided tours of the Cemetery, posting on social and other media about heritage and other activities and attributes of the Cemetery, holding events in the Cemetery open to the public, supporting the use of digital technology to enhance access and location finding, and engaging with community groups such as schools and service organisations;
- c) the documentation and development of the ecological aspects of the Cemetery; and
- d) any other matter agreed between the Society and the WCC.

**3. MEMBERSHIP**

3.1 The Society shall consist of members each member being a person or body corporate of any kind interested in the objects of the Society.

3.2 Persons shall be eligible for membership of the Society who make payment of the subscription for the class of membership they qualify to join.

3.3 The membership of the Society shall consist of the following four classes:

- (a) Ordinary member – full membership rights open to the public at large on an annual basis.
- (b) Family member – membership rights for all members but a family membership has only one vote.
- (c) Corporate member – groups and societies who shall have the full membership rights of an ordinary member on payment of a single annual subscription.
- (d) Honorary Life Member - full membership rights to an individual existing member of the Society without further payment of a subscription following their nomination by the committee for outstanding previous contributions to the Society's aims or objects and subsequent approval by an Annual General Meeting or Special Meeting of the Society.

3.4 The annual subscriptions payable by the classes of membership as detailed in clause 3.3 of this constitution may be fixed at any annual general meeting of the Society.

3.5 New members are required to complete an application form and pay the annual subscription on joining the Society.

**4. MEMBERSHIP CEASING**

Members will cease to be members upon their voluntary resignation or upon their subscriptions remaining unpaid 3 months after the end of the financial year of the Society. Members who act against the spirit of the aim and objectives of the Society in their capacity as members of the Society may be liable to expulsion from the Society by the Committee. A motion to terminate membership is to be presented to the Committee for consideration setting out the reasons and/or breaches. The Committee reserves the right to allow the member to present their case to the Committee before ruling on the matter.

**5. RULES OF THE SOCIETY**

5.1 Any of these rules may be altered, or new ones introduced at a general meeting of members, but only if passed on a two-thirds majority of those present. Notice of any proposed alteration, repeal or introduction of a new rate of subscription or regulation to be included in the Constitution shall be presented to the Committee for circulation to all members by email at least 10 days before the date of the meeting at which any proposed change in these rules is to be considered.

5.2 No addition to or alteration of the charitable objectives, personal benefit clause or the Winding Up clause [clause 13] shall be approved without the approval of the Inland Revenue Department. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

**6. GENERAL MEETINGS**

6.1 The annual general meeting of the Society shall be held not later than four months after the end of the financial year. Notice of at least 10 clear days of meeting shall be given by email. The regular business of the annual general meeting shall be to receive the annual report of the Committee and financial statements and to elect the officers and members of the Committee. The annual report and financial statements are to be circulated to members by email to all members at least 10 days prior to the annual general meeting.

6.2 A special general meeting of the members may be called any time by the Committee or by requisition of not less than ten ordinary members. The requisition shall be addressed to the Secretary and shall set out specifically the business for which the special general meeting is required. Upon receipt of such a requisition the Secretary shall forthwith take the necessary steps to convene the meeting. The notice to members of a special general meeting shall be the same as prescribed for the annual general meeting. At a special general meeting only the business set out in the notice convening the meeting shall be considered, provided that the meeting may by unanimous vote, permit the consideration of additional business.

**7. MODE OF VOTING**

At any Society meeting the mode of voting shall be by a show of hands. There shall be no proxy voting.

**8. APPOINTMENT OF OFFICERS OF THE SOCIETY**

At each annual general meeting of the Society the Society shall elect the officers of the Society and a Committee consisting of the above officers and not less than four other members and not more than eight other members. All nominations should be received by the Secretary not later than seven days prior to the annual general meeting but the Secretary reserves the right to accept nominations from those present at any annual general meeting.

**9. THE COMMITTEE**

9.1 The activities of the Society shall be maintained and governed by the Committee which shall be chaired by the Chairperson or his or her nominee.

- 9.2 The Committee shall have sole discretion to determine the roles and titles of the Societies' officers, but they shall include at least a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The members of the Committee shall hold office until the end of the next Annual General Meeting of the Society. The Committee may appoint replacements for any of its members who, for whatever reason, cease to be members of the Committee, and may also co-opt additional members. The Committee will meet as often as required to manage the affairs of the Society and to arrange programmes and appropriate activities, but at least four times per year. For a quorum of the Committee, at least five of its members including at least two officers must be present.
- 9.3 The Secretary shall keep proper minutes of all Committee and all General Meetings and such minutes shall be open to inspection by members of the Society. The Treasurer shall act as accountant for the Society and shall be responsible for keeping proper accounting records, meeting statutory accounting and taxation requirements, for ensuring that all monies received by or on behalf of the Society are paid into the Society's appropriate bank account, and to report to each committee meeting on the state of the finances of the Society. The Committee shall also appoint one of its members to be responsible for keeping a register of members, a register of acquisitions of historical material and such other records as the Committee may from time to time direct. The Secretary must call a meeting of the Committee promptly at the request of the Chairperson or at the request of any two members of the Committee. On all matters in front of the Committee the Chairperson of the meeting will have a casting vote.
- 9.4 The Committee shall have power:
- a) To acquire by purchase, lease, hire or other means, any property, real or personal, for the furtherance of the aims of the Society.
  - b) To promote, hold, manage and conduct gatherings that it may deem desirable either by itself or in collaboration with any other Society or organisation having objects which are wholly or in part similar and compatible with the objects of the Society.
  - c) To engage such persons whose services may be deemed necessary for the purposes of the Society and to remunerate them accordingly.
  - d) To hold the moneys of the Society not immediately required for any of its objects in any trading or savings bank in New Zealand or to invest them in such manner as may from time to time be determined.
  - e) To construct, improve, maintain, develop, manage or control any buildings and other works and conveniences which may seem calculated directly or indirectly to advance the Society's interest; and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof.
  - f) To appoint and remove Honorary Patrons from time to time.

## **10 PECUNIARY GAIN**

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's-length transaction (being open market value).

## **11 COMMON SEAL**

Whenever the common seal of the Society is required to be affixed to any deed, document, writing or any other instrument the seal shall be affixed pursuant to a resolution of the committee by the Chairperson and any other person thereby authorised to affix the seal. The seal will be kept in the custody of the Secretary.

**12. FINANCE**

- 12.1 The Society's financial year shall commence on the first day of April and end on the thirty-first day of March of the following year.
- 12.2 The trustees of the Society's bank account or bank accounts shall be the Chairperson (or both Chairpersons if a Co-Chairperson arrangement is created) plus the Treasurer and at least one other officer appointed by the Committee. Any two of these may sign on the Society's account.
- 12.3 All the moneys of the Society shall be paid into such bank accounts to the credit of the Society as the committee may from time to time determine. All payments shall be approved by the Committee, however, the Committee may at its discretion delegate some expenditure decisions to a subcommittee of the Committee.
- 12.4 Subscriptions shall be payable in the first instance on admission and subsequently on the first day of the financial year in each and every year.

**13. WINDING UP**

- 13.1 The Society shall be dissolved if at any general meeting called for that purpose a resolution to that effect is carried by a simple majority of those present and entitled to vote.
- 13.2 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to the Turnbull Library or City Archives or both.