RULES

OF

THE CACTUS AND SUCCULENT SOCIETY OF NEW ZEALAND

(INCORPORATED)

This is the electronic version of the amended Rules of the Cactus and Succulent Society of New Zealand (Incorporated) as registered on 17 February 1997, but with minor changes to the subnumbering within rules 4,6,9 and 10 to eliminate duplicate numbers.

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This is the proposed amendment to the present Rules of the Cactus and Succulent Society of New Zealand Incorporated.

THESE RULES RESCIND ALL PREVIOUS RULES.

RULES OF THE CACTUS AND SUCCULENT SOCIETY OF NEW ZEALAND (INCORPORATED)

1 **Name:** The name of the Society shall be the Cactus and Succulent Society of New Zealand (Incorporated) ("the Society").

2 **Objects:** The objects for which the Society is established are:

- a To encourage the study and cultivation of cacti and other succulent plants.
- b To promote the formation of Branches throughout New Zealand.
- c To issue a Journal about cacti and succulents and related topics for the benefit of members.
- d To encourage the holding of lectures, slide shows, demonstrations, workshops, conferences, competitions, shows and visits to collections;
- e To do all such things as are incidental to or conducive to the attainment of the above objects.

3 **Powers:**

- a The Society shall have and may exercise all the rights, powers and privileges of a natural person for the purposes of the objects specified in rule 2 of these rules.
- b Without limiting the generality of paragraph (a) of this rule, the Society shall have power to:
  - i purchase, construct, hire, or take on lease for the purpose of the Society any real or personal property
  - ii buy, sell, lend, mortgage, exchange, or otherwise deal with all or any of the real or personal property of the Society.

4 **Definitions:** In these rules:

"Branch" means a group of members, the majority of whom reside within a common locality;

"Delegate" means members of the Executive and Branch Delegates;

"Executive" means the Executive Board of the Cactus and Succulent Society of New Zealand (Incorporated) constituted under rule 9 of these rules;

"Member" means:

- a Ordinary member;
- b Associate member;
- c Junior member;
- d Overseas member;
- e Honorary member;

5 **Membership:**

- a **Ordinary membership:** All persons interested in cacti and succulent plants shall be eligible for membership;
- b **Associate members:** Any other person in an ordinary member's household shall be eligible for associate membership.

c **Junior members:** Any person may be admitted as a junior member providing such person is less than 18 years of age.

d **Overseas members:** Any person resident outside New Zealand shall be eligible for overseas membership.

e **Honorary members:** A Branch or the Executive may propose any person for honorary membership for life. Honorary membership must be approved by the Executive and may be granted only at an Annual General meeting or at a Special General meeting. Honorary members shall have all the rights and privileges of ordinary members.

f **Admission to membership:** Admission to membership shall be at the discretion of the Branch Committee or in the case of members who are not members of a Branch, at the discretion of the Executive. No reason for refusal of membership need be given.

g **Cessation of membership:** Membership of the Society shall cease with the member's resignation notified in writing to the appropriate Branch officer or to the Secretary, or when a member's subscription remains in arrears for three months.

h **Conditions of membership:** Unless specifically prohibited by these rules, members shall be entitled to take part in all the activities and share the privileges of the Society.

6 **Annual General Meetings and Conference:**

a ***Annual General Meetings:*** An Annual General Meeting shall be held before 30 April in each calendar year. The Executive shall have full discretion to accept an offer by a Branch to host an Annual General Meeting.

b ***Business at Annual General Meetings:*** The business to be transacted at every Annual General Meeting shall be:

i to confirm the appointment of a Patron

ii the consideration of the annual report and audited financial statements;

iii the election of the Executive Board. If nominations for any office exceed that of vacancies, voting shall be by ballot.

iv the consideration of remits;

v any other general business.

c ***Remits:***

i The closing date for receipt of remits shall be determined by the Executive, providing they give adequate notice to Members through the Journal. No remit shall be placed on the agenda of an Annual General Meeting unless it is sponsored by a Branch or the Executive.

ii Any remit brought before an Annual or Special General Meeting and lost may not be brought up the following year.

d ***Costs of Annual Conferences:*** To assist with the cost of running an Annual Conference in conjunction with the Annual General meeting, a registration fee may be required from each person attending the Conference, the amount of such fee to be determined by the host Branch and approved by the Executive.

7 **Special General Meetings:**

a ***Special General Meetings:*** The Executive may, whenever it thinks fit, and shall upon the request of four or more Branches, convene a Special General Meeting. Any such request shall specify the object of the meeting requested, shall be signed by the Presidents of the Branches making the request, and be forwarded to the Secretary. Such meeting shall be held within four months of the Secretary receiving the request.

b ***Business at Special General Meetings:*** The business to be transacted at any Special General Meeting shall be that set out in the notice calling the meeting and that arising therefrom, to the exclusion of any other business.

8 **Procedure at General Meetings:**

a ***Notice of General Meetings:*** Notice of each General Meeting, whether Annual or Special, shall be posted to all members not less than 14 days before the day appointed for such meeting. The accidental omission to give notice of a meeting to a member or the non-receipt of notice by any member shall not invalidate the proceedings of the meeting.

b ***Quorums:*** No business shall be transacted at any General Meeting unless there is present a quorum of not less than seven Delegates.

c ***Chair at General Meetings:*** Each General Meeting shall be chaired by the President or, in the absence of the President by the Vice-president. In the absence of both the President and the Vice-president the meeting shall appoint someone to chair the meeting.

d ***Attendance at General Meetings:*** All members of the Society may attend and speak at any Annual or Special General meeting.

e ***Branch Delegates:*** Branch Delegates shall be appointed by each Branch as follows:

1-49 members……..…….	2 delegates
50-99 members…….	3 delegates
100 or more members……...	4 delegates

f ***Notification of Delegates and Proxies:***

i **Branch Delegates:** Any Branch may appoint any members to be its delegates at a General Meeting. Such appointments shall be in writing and be in the hands of the Secretary at least one hour before commencement of the meeting.

ii **Executive:** Any member of the executive unable to attend a General Meeting may appoint any other member to represent them at the General Meeting. Such appointments shall be in writing and be in the hands of the Secretary at least one hour before commencement of the meeting.

iii No member shall hold more than one proxy.

g ***Voting at General Meetings:***

i Only Delegates may vote at Annual or Special General meetings.

ii Unless a ballot is expressly provided for in these rules, all questions shall be decided by a show of hands. Any three Delegates can request a ballot.

iii In the case of a ballot, scrutineers shall be appointed by the Chair of the meeting.

iv The person chairing the meeting shall have a casting vote as well as a deliberative vote.

9 **Management:**

a ***Executive Board:*** The management and the control of the affairs of the Society shall be in the hands of the Executive, which shall comprise:

President

Vice-president

Secretary (or Secretary-Treasurer, if one person holds both offices)

Treasurer

Editor of the Journal (appointed by the Executive annually)

Board members (the number of which shall be not less than 4 and shall not exceed 6)

Presidents of all Branches.

The members of the Executive, other than Branch Presidents and the Editor, shall be elected annually at the Annual General meeting and shall hold office until the end of the Annual General meeting following that at which they were elected.

b ***Nominations for Executive Board*** are to be made in writing to the Secretary on behalf of Branches before the commencement of the Annual General meeting. All nominations must be accompanied by an

acceptance by the nominee. Where possible notice of the names of persons nominated for office shall be published in the November or February Journal.

c ***Vacancies:*** In case of any position becoming vacant during the year, the Executive may appoint a member of the Society to fill such a vacancy.

d ***Proxy:***

i Any member of the Executive unable to attend an Executive meeting may appoint any other member of the Society to represent that member of the Executive at that Executive meeting. Such appointment shall be in writing and be in the hands of the Secretary prior to the commencement of the meeting. No member may hold more than one proxy.

ii Nowithstanding subrule (i) of this rule, any Branch President who is also an elected member of the Executive, may appoint a member of their Branch as a proxy to attend an Executive Board meeting as the Branch President.

e ***Secretary.*** The Secretary shall be the active executive officer of the Society and shall keep a record of membership, conduct correspondence relating to the Society's interest and generally follow and abide by the policies determined by the Executive. The Secretary shall also keep minutes of all meetings of the Society which shall be sent to all members of the Executive and to Branch Secretaries.

f ***Executive Board Meetings:*** The Executive shall meet when and as it deems necessary. A meeting may be called by the President or by the Secretary or by any two members of the Executive upon giving notice in writing to the Secretary. Seven shall form a quorum at Executive Board meetings.

g ***Chair at Executive Board meetings:*** Each Executive Board meeting shall be chaired by the President or, in the absence of the President by the Vice-president. In the absence of both the President and the Vice-president the meeting shall appoint someone to chair the meeting.

h ***Voting at Executive Board meetings:***

i Only members of the Executive Board may vote at Executive Board meetings.

ii Unless a ballot is expressly provided for in these rules, all questions shall be decided by a show of hands. Any three members of the Executive can request a ballot.

iii In the case of a ballot, scrutineers shall be appointed by the Chair of the meeting.

iv The person chairing the meeting shall have a casting vote as well as a deliberative vote.

i ***Subcommittees:*** The Executive shall have power to appoint subcommittees to carry out such duties and perform such acts as may be delegated to them by the Executive. The President shall be an ex officio member of all subcommittees. The persons appointed to such subcommittees may be persons other than members of the Executive, provided they are members of the Society and approved by the Executive.

10 **Finances:**

a ***Financial year:*** The financial year of the Society shall be from 1 December to 30 November.

b ***Annual subscriptions:***

i The annual subscription for members shall be fixed by the Executive. If the Treasurer makes a recommendation that the subscription should be increased 60 days' notice of the meeting of the Executive which is to set the subscription shall be given to Branches.

ii The Executive may, if it considers necessary, set a different subscription for various categories of members.

c ***Accounts:*** The Treasurer shall receive and account for all money and funds of the Society and shall invest any surplus as may be directed by the Executive. The Treasurer shall submit all accounts to the Executive and submit an audited statement of income and expenditure and balance sheet to the Secretary within two months of the end of the financial year for inclusion in the annual report. The Treasurer shall bank the funds of the Society into any Bank or other financial institution as may be directed by the Executive.

d ***Auditor:*** An Auditor who is deemed competent by and independent of the Executive, shall be

appointed by the Executive annually.

e ***Borrowing Powers:*** The Executive shall have the power to borrow or raise money by way of overdraft or otherwise and either with or without security and to secure payment of any money, borrowed or owing by the Society by mortgages, bonds or debentures, promissory notes and other instruments for securing the same (with or without charge) on all or any part of the Society's property and on such terms as to priority and otherwise as the Executive thinks fit and so that any such security may be given either to secure the payment of a sum certain on a certain day or to secure the payment of the balance of the account between the Society and the holder of the security.

f ***Credit:***

i Except to the extent otherwise permitted by the Executive under rule 9 of these rules, no officer, member or Branch of the Society shall obtain credit or incur any other financial obligations on behalf of the Society.

ii Notwithstanding subrule (i) of this rule, unless the Executive otherwise directs, the Treasurer may obtain credit or incur any other financial obligations on behalf of the Society, subject to any conditions or limitations imposed by the Executive.

11 **Common Seal:** The Common Seal of the Society shall be in the custody of the Secretary who shall affix it to such documents as the Executive may direct from time to time. Every document to which this seal is fixed shall be signed by two members of the Executive and the Secretary.

12 **Alteration of Rules:**

a No addition, alteration, amendment or remission of these rules shall be made except at an annual or special general meeting and by a majority of two thirds of the Delegates present at that meeting. Notice of any proposed alteration shall be given in the notice convening the meeting. No rule is valid until registered by the Registrar of Incorporated Societies.

b No personal benefit clause shall be added to the rules, or any addition, alteration or recision of rule 13 shall be made without the approval of Inland Revenue.

13 **Liquidation:**

a The Society may be put into liquidation at a General Meeting by the passing of a resolution by the Delegates present at the meeting requiring the Society to be put into liquidation. This resolution must be confirmed at a subsequent General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed. Notice of this resolution shall be sent to the Registrar.

b If upon the liquidation of the Society, whether pursuant to a delegates' resolution or otherwise, or dissolution by the Registrar, 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 but shall be given or transferred to the Royal New Zealand Institute of Horticulture (Incorporated).

14 **Branches:**

a. Branches may be formed with the approval of the Executive.

b. Branches will manage their own affairs within the framework of the Society's rules. In addition to these rules each branch shall have the right to make bylaws as may be necessary to suit their particular needs as regards to: modes of summoning and holding meetings and voting thereat; nominations and appointment of officers; quorum; library; competitions; and the day to day management of the Branch including its financial affairs.

15 **Cases not provided for:** Any cases not provided for by these rules shall be referred to the Executive whose decision shall be final until such decision shall be superseded by a resolution of a General Meeting of the Society.

16 **Registered Office:** The registered office of the Society shall be at the Secretary's address or such other address as may be nominated by the Executive.

17 **Affiliation:** The Executive of the Society shall have power to negotiate for affiliation with kindred societies overseas or in New Zealand as shall be deemed desirable by the Executive.

The Cactus and Succulent Society of New Zealand (Incorporated) THE Common Seal OF

..... (Karl Johnson) President

..... (Reginald Graeme Fieldes) Secretary

..... (Nicholas David Perrin) Member

This is the document marked "A" referred to in the annexed declaration of Reginald Graeme Fieldes made at Auckland this 17th day of February 1997 before me:

.....

(Edward Verrity)

Deputy Director, Tribunals Division, Department for Courts, a person authorised to take statutory declarations.

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES

AUCKLAND

Alteration of rules registered, this 17th day of February, 1997

P.A.M. GREEN

Assistant Registrar of Incorporated Societies, Auckland.