

***Rules of the Canterbury Horticultural Society Incorporated – as at 6th September 2023***

**INDEX**

<b>Number</b>	<b>Name</b>	<b>Page</b>
<b>1.</b>	<b>Name</b>	<b>2</b>
<b>2.</b>	<b>Registered Office</b>	<b>2</b>
<b>3.</b>	<b>Definitions</b>	<b>2</b>
<b>4.</b>	<b>Postal Address</b>	<b>3</b>
<b>5.</b>	<b>Objects</b>	<b>3</b>
<b>6.</b>	<b>Classes of Membership</b>	<b>5</b>
<b>7.</b>	<b>Register of Members</b>	<b>6</b>
<b>8.</b>	<b>Rules of Membership</b>	<b>6</b>
<b>9.</b>	<b>Rights, Privileges and Obligations of Members</b>	<b>7</b>
<b>10.</b>	<b>The Board of the Society</b>	<b>7</b>
<b>11.</b>	<b>Powers, Duties and Functions of the Board</b>	<b>8</b>
<b>12.</b>	<b>The Manager</b>	<b>12</b>
<b>13.</b>	<b>The Finance Committee</b>	<b>12</b>
<b>14.</b>	<b>Annual General Meeting</b>	<b>13</b>
<b>15.</b>	<b>General Meetings</b>	<b>15</b>
<b>16.</b>	<b>Alteration of Rules</b>	<b>15</b>
<b>17.</b>	<b>Standing orders for meetings</b>	<b>15</b>
<b>18.</b>	<b>Complaints</b>	<b>16</b>
<b>19.</b>	<b>Common Seal</b>	<b>16</b>
<b>20.</b>	<b>Winding Up</b>	<b>16</b>
	<b>Appendix 1</b>	<b>17</b>
	<b>Appendix 2</b>	<b>20</b>
	<b>Appendix – Policies</b> <ul style="list-style-type: none"><li>● Health and Safety</li><li>● Financial</li><li>● Course Cancellation</li><li>● Privacy</li><li>● Conflict of Interest</li></ul>	<b>23</b>

## 1 Name

- 1.1 The Name of the Society shall be **Canterbury Horticultural Society Incorporated** (“the **Society**”).

## 2 Registered Office

- 2.1 The registered office of the Society shall be the Office at The Kiosk, Christchurch Botanic Gardens, 9 Rolleston Avenue, Christchurch or at such a place or places as the Society shall, from time to time determine.
- 2.2 When the situation of the registered office is changed, notice of such change shall be immediately forwarded to the Registrar of Incorporated Societies.

## 3 Definitions

- 3.1 The following definitions apply:
- a **The Members of the Society** (“the Members”) are persons who are current members of the Society (including Ordinary Members, Affiliate Members and Honorary Life Members) at the time these Rules are adopted, or persons who have been admitted as members in accordance with these Rules.
  - b **Financial Members of the Society** (“Financial Members”) are those Members whose membership fees are paid and have no outstanding monies owing to the Society, or are Honorary Life Members.
  - c **The Board of the Society** (“the Board”) is comprised of Financial Members who have been elected or appointed in accordance with these Rules, and is established to fulfil its functions in accordance with these Rules.
  - d **The Manager of the Society** (“the Manager”) is appointed by the Board in accordance with these Rules and is appointed to fulfil their functions in accordance with these Rules.
  - e **The Finance Committee of the Society** (“the Finance Committee”) is comprised of the Treasurer, Vice President or other Board Member, as chairperson, and up to three (3) Financial Members who have been appointed to the Finance Committee by the Board in accordance with

these Rules, and is established to fulfil its functions in accordance with these Rules.

- f **The Canterbury Horticultural Society Garden and Floral Groups Representatives' Committee** is an independent committee and made up of members of Garden Clubs and Floral Groups which have been admitted to Affiliate membership in accordance with these Rules.
- g **A CHS Interest Group** is comprised of Financial Members, with a common interest in a particular aspect of horticulture, who meet as a group within the Society. The rules for an Interest Group are in Appendix 2 of these Rules.
- h **An Affiliated club** is a club formed outside of the CHS and pays an affiliated club membership to become affiliated and thereby able to have certain benefits for their membership, as determined by the Board.
- i **The Financial Year** ("the Financial Year") ends on the last day of December in each year or on such date as fixed by the Society in General Meeting.
- j **The Funds of the Society** ("The Funds") consist of:
  - All monies being the property of the Society at the adoption of these Rules or then owing to it:
  - All monies payable to the Society after the commencement of and pursuant to these Rules; and
  - All proceeds of any investment of such monies

#### 4 Postal Address

- 4.1 The postal address of the Society shall be PO Box 369, Christchurch 8013, or at such other places as the Society shall, from time to time determine.

#### 5 Objects

- 5.1 The objects for which the Society is established are:

- a to provide for the enjoyment and advancement of the science, art and practice of horticulture, including its branches and sub-branches, within New Zealand.
- b to enhance and maintain the good reputation of the Society and its associated activities.
- c to honour outstanding achievement in horticulture.
- d to support and encourage involvement of all members of the Society in Society activities.
- e to foster good relations between all members of the Society and the furtherance of horticulture.
- f to co-operate with any other society, club, association or organisation whose objects are altogether, or in any part similar, to the Society.
- g to do all such things as the Society may think necessary or desirable for the furthering of all or any of its objects which may include all or any of the following:
  - Provide information or advice connected with horticulture.
  - Provide lectures, demonstrations and discussions from time to time.
  - Provide training and development of judges and/or assessors.
  - Provide tours and excursions from time to time.
  - Provide flower and garden shows in exhibitions and offer prizes
  - Provide garden competitions, and support garden competitions provided by other organisations, for home gardens, institutions, commercial and industrial property gardens, or other gardens.
  - Publish, or cause to publish, in journals, periodicals, or other media, including social media, dealing with the Society's activities, or other matters, pertaining to horticulture.

## **6 Classes of Membership**

- 6.1 Membership shall consist of Ordinary Members, Affiliate Members, Interest Group Members, Junior Members, Honorary Life Members and Honorary Members.

*Ordinary Members*

- 6.2 Ordinary Members shall be current members of the Society (excluding Honorary Life Members, Honorary Members, Junior Members, Interest Group Members and Affiliate Members) at the time these Rules are adopted and who have been accepted to membership in accordance with these Rules
- 6.3 Ordinary Members are eligible for election to the Board and shall have voting and speaking rights at any General Meeting of the Society.
- 6.4 Interest Group Members \*\*\* see appendix 2

*Affiliate Members*

- 6.5 Affiliate Members shall be current affiliate members at the time these Rules are adopted, and any body, group or club interested in horticulture which has been admitted to affiliate membership at the discretion of the Board, including any Garden Club or Floral Group.
- 6.6 With the exception of the Chairperson (or their delegate) of the Garden and Floral Art Groups Representatives' Committee, Affiliate Members are not eligible for election to the Board and shall have no voting or speaking rights at any General Meeting of the Society, unless they are full Members of the Horticultural Society.

*Honorary Life Members*

- 6.7 Honorary Life Members shall be current Honorary Life Members and at the time these Rules are adopted, or a person duly nominated by two Financial Members on the grounds of notable service in the interests or objects of the Society, approved by the Board, and admitted to Honorary Life Membership in accordance with these Rules.
- 6.8 Honorary Life Members are eligible for election to the Board and shall have voting and speaking rights at any General Meeting of the Society.
- 6.9 Total number of Honorary Life Members shall be restricted to not more than 15 people at any one time.

### *Honorary Members*

- 6.10 An Honorary Member is a person who fills a specialized role within the Society such as the Honorary Botanist, but do not have voting or speaking rights at any General Meeting of the Society.

### *Junior Members*

- 6.11 Junior members shall be current members of the Society, up to and including 18 years of age, who pay no subscription and have no voting rights.

## **7 Register of Members**

- 7.1 There shall be a register of members which will contain the names, current addresses, contact phone numbers and email addresses (if applicable) of all members, the date on which they became a member and their current class of membership, which shall be recorded and maintained by the Manager.

## **8 Rules of Membership**

- 8.1 Any person interested in horticulture is eligible to become a member of the Society.

### *Applications*

- 8.2 All applications for membership shall be sent online, or in writing, to the CHS office with any subscriptions due.
- 8.3 The nomination of a person to Honorary Life Membership under clause 6.7 must also be accompanied by a citation which sets out the nominators' reasons as to why they believe the person has performed notable service in the interests or objects of the society, together with any evidence in support of such a belief.
- 8.4 A nomination to Honorary Life Membership under clause 6.7 shall be referred to the next Board for approval and, on the Board's recommendation and reading of the citation, shall be admitted to such membership by acclamation at the next General Meeting of the Society.

### *Termination*

- 8.5 Membership of the Society will cease by:
- a Voluntary resignation in writing to the Manager, the member having paid all membership fees and other monies owed to the Society.
  - b Death of the member.
  - c Expulsion for non-payment of membership fees, or other monies owing to the Society, for a period greater than six (6) months as from the date of the AGM, or the date the monies became due and owing (expulsion for

non-payment of membership fees does not apply to Honorary Life Members); and/or

- d      Expulsion for improper conduct including, but not limited to:
- any breach of these Rules, regulations, policies, procedures, or by-laws.
  - any conviction for a relevant offence to be determined at the sole discretion of the Board; and/or
  - any behaviour which brings the Society into disrepute, the member having been charged with such allegation/s and been given due notice to attend and answer such a charge at a Board meeting called solely for the purpose of determining the charge.

8.6      Members ceasing to be members for any reason, forfeit all right to or claim which they may have had upon the Society or its property, by virtue of such membership.

## **9    Rights, Privileges and Obligations of Members**

- 9.1      Members are bound by these Rules.
- 9.2      The rights and privileges of every Member are contained in these Rules and are personal to the Member and are not transferable whether by the Member's own act or by operation of law.
- 9.3      Further to any other obligation contained elsewhere in these Rules, Members must advise the Manager of the Member's address and any change to either of those addresses. The Manager will register the address or addresses in the Society's Register of Members and all letters and notices delivered at or sent by post or electronic mail to such an address will be deemed delivered, regardless of any change of address which has not been notified.
- 9.4      Privacy of Members' information policy as set out in the CHS Privacy Policy

## **10   The Board of the Society**

- 10.1    The Board consists of:
- a.      the President and the Vice-President.
  - b.      four (4) and up to six (6) eligible Members of the Society, one of which is to be the Treasurer.
  - c.      the Chairperson (or their delegate) of the Garden and Floral Groups Representatives' Committee (if any) and if they wish to accept the appointment

### *Election and Membership*

- 10.2** The existing President, Vice-President and Chairperson of the Garden and Floral Groups Representatives' Committee shall be deemed elected to the Board at the General Meeting adopting these Rules, and thereafter be elected or appointed as provided in these Rules. Any additional members of the Board required by these Rules at the time these Rules are adopted, shall be elected at first instance at the General Meeting adopting these Rules. The office of President shall not be filled by the same member for more than three (3) consecutive years in any one term of office.
- 10.3** No person is eligible to be elected or appointed to, or continue to be on the Board being:
- a. a paid employee of the Society;
  - b. an Affiliate Member (with the exception of the Chairperson (or their delegate) of the Garden and Floral Groups Representatives' Committee.
  - c. an undischarged bankrupt.
  - d. a non-financial member of the Society.
  - e. absent from the Board for more than three (3) consecutive meetings without dispensation from the Board; and/or
  - f. a person removed from office by resolution of the Society at a General Meeting.
- 10.4** A member of the Board may terminate their membership of the Board by resignation in writing to the President.
- 10.5** In the case where the Board grants leave of absence to any member of the Board, which it is empowered to do, the Board may appoint a substitute eligible member for a period of not less than three (3) months.
- 10.6** If owing to the death, resignation or change in eligibility of any member of the Board before the expiration of the member's term in office, the Board may appoint a new (and eligible) member to fill the vacancy. Every member so appointed, will hold office until the next General Meeting of the Society, and shall be eligible for re-election, in accordance with these Rules.

### **11 Powers, Duties and Functions of the Board**

- 11.1** The governance and control of the affairs of the Society, including the control and investment of the funds, is vested in the Board who may exercise all powers and do all acts and things which may be exercised by the Society, and which are not required to be done by the Society in General Meetings.
- 11.2** The Board shall have the custody and control of all records, books, papers, documents, and other property of the Society.

- 11.3** The board shall keep full and proper accounts and all such accounts shall be audited by an Auditor, or reviewed by a Chartered Accountant, at least annually, who shall be appointed by the Board and be paid for such services as the Board determines.
- 11.4** The Board shall maintain an account or accounts at a trading bank (or banks) approved by the Board and any such account/s shall be managed by three (3) persons appointed by the Board to this task, one of whom will be either Treasurer or the Manager, and the President of the CHS. For the avoidance of doubt, the Manager may be appointed as the second signatory, should the Treasurer be appointed the first signatory. These appointees will be the signatories to any debts on the Society's account/s.
- 11.5** The Board shall decide the procedures for dealing with any complaints, investigation into non-payment of membership fees, improper conduct or behaviour which brings the Society in disrepute.
- 11.6** The Board is also empowered as follows:
- a. to fix annual subscriptions for Members in any amount and under any graduated scale, which is payable in advance and non-refundable, including reduced fees for families and couples.
  - b. to set admission fees (if any) to Society events and activities including, but not limited to, competitions and exhibitions in any amount and under any graduated scale.
  - c. to subscribe to, become a member, or co-operate with any other society, club or association whether incorporated or not, having any objects or carrying on any business which the Board determines is similar to the Society, and to procure from and communicate to such society, such information as may likely to forward the objects of the Society.
  - d. to purchase, exchange, hire or otherwise acquire (either alone or in conjunction with any other person or corporation) any personal property, chattels or equipment of any kind or any rights or privileges, as the Board determines necessary or expedient for the objects of the Society.
  - e. to sell, lend or let on bail any personal property, chattels or equipment of any kind or any rights or privileges, as the Board determines necessary or expedient for the objects of the Society.
  - f. in consultation with Financial Members, to purchase or sell any land, buildings or premises (including any option to purchase in a lease) as the Board determines necessary or expedient for the objects of the Society.
  - g. to lease or rent any land, buildings or premises as the Board determines necessary or expedient for the objects of the Society.

- h. to borrow sums of money by way of mortgage or in any other way over the property or assets of the Society, and whether with or without security as the Board determines necessary or expedient for the objects of the Society by at least a two thirds majority of the Board.
  - i. to employ staff or engage independent contractor/s in accordance with the objects of the Society.
  - j. to subscribe to or otherwise aid any organization in keeping with the objects of the Society.
  - k. to expend such funds of the Society and do all such acts and things as may be determined by the Society or the Board to be desirable or expedient in the promotion and goodwill amongst Members and Society guests.
  - l. to expend such funds as is necessary to conduct the business of any committee or sub-committee of the Society, including such expenditure as may be necessary to meet all expenses reasonably incurred by a member of the Board or any committee or sub-committee in carrying out their duties.
  - m. to enter into any agreement regarding sponsorship or promotion as the Board shall determine to be desirable in the interests of the objects of the Society.
  - n. to accept gifts and donations for the benefit and objects of the Society whether effected by any trust or not.
  - o. to collect subscriptions and other payments for the general purpose of the Society, and to invest and deal with the monies of the Society not immediately required, in such manner as the Board by at least a two thirds majority determines necessary or expedient for the objects of the Society.
  - p. to make, alter or rescind any regulations, policies, procedures or by-laws for more efficient attainment of any of the objects of the Society which are not consistent with these Rules, and which will take effect as if the same were part of the Rules, and any breach will be dealt with in accordance with these Rules; to make decisions on the interpretation of the Rules or upon any matter relating to the Society which shall be conclusive and binding, unless and until replaced by the Society in General Meeting accordance with these Rules; and
  - q. to do any act, matter or thing as the Society or the Board determines necessary or desirable for the objects of the society or incidental or conducive to the attainment of any of the objects of the Society.
- 11.7 A soon as practicable after the AGM, the Board shall assess the need for sub-committees which shall be constituted in accordance with Rules 11.8 and 11.9.
- 11.8 From time to time The Board may wish to delegate to one or more committee or sub-committee, consisting of financial members (which may include Board members)

and a Chairperson who is also a Board member, any power, duty, or function of the Board with power to fix the quorum of any such committee, and may at any time revoke such delegation. In making any such delegation, the Board may impose such conditions (including a duty to report and a requirement of Board ratification of any decision) with respect to the exercise or performance of any delegated power, duty, or function and everything done in due performance of such delegation is for all purposes deemed to be done by the Board and will have force and effect accordingly.

- 11.9 Board members may attend committee or sub-committee meeting but may not vote at such meetings unless a member of that committee or sub-committee.
- 11.10 The Board will set the number of its meetings for the year being no less than ten (10) and at such times and places as the Board or the President determines, including by way of electronic media.
- 11.11 The Manager will circulate an agenda, the minutes of the previous meeting and any reports, including financial reports, to arrive no later than 4 days prior to the meeting.
- 11.12 The President or, in their absence, the Vice-President or, in their absence, a member of the Board elected for that purpose by the other members of the Board, will take the chair at any meeting.
- 11.13 Each member of the Board is entitled, on every motion, to one vote exercised in person, and in the case of an equality of votes, the person taking the chair has the second or casting vote. Voting at meetings will, when demanded by any member of the Board, be recorded, and will be decided by a show of hands or a poll or secret ballot, at the discretion of the person taking the chair, or on the request of two (2) Board members.
- 11.14 Any motion to be passed at the meeting of the Board will require a simple majority unless otherwise required by these Rules.
- 11.15 Quorum for the meetings of the Board shall be a majority of the currently serving Board members.
- 11.16 At any meetings of the Board full and correct minutes will be taken and kept by the Manager or the Board's delegate.
- 11.17 No member of the Board will receive remuneration for services to the Society or derive any pecuniary gain within the meaning of the Incorporated Societies Act 1908, from the property or operations of the Society, provided however that any member of the Board is entitled to receive remuneration for services rendered to the Society as counsel, solicitor, accountant, auditor, scrutineer, or returning officer, or for any special services for which they may be employed by the Society.
- 11.18 The Board will indemnify against any financial loss howsoever incurred, or damages or costs awarded by any Court or Tribunal, or against costs incurred in defending legal proceedings brought against them all or any of the following persons, namely.

- a. The President, Vice-President, or any other member of the Board.
- b. A person employed by the Society either as an employee or independent contractor/agent; and/or
- c. A volunteer

11.19 The liability of the Board is limited to an amount equal to the value of the assets of the Society.

## **12 The Manager**

12.1 There shall be a Manager, who shall be appointed by the Board, which may be a paid position at the discretion of the Board, who shall perform all duties as directed by the Board.

12.2 These duties include, but are not limited to:

- a. issue notices of meetings and attend all meetings of the society, as directed, including Board meetings, and General Meetings, and may be responsible for the taking of full minutes, copies of which shall be made available to Members of the Society on request.
- b. record and maintain a register of Members being names, addresses, email, phone numbers, and other details as required of those members and the dates at which they became Members.
- c. immediately deposit all monies received into such bank accounts as the Board determines, and refer any accounts for payment to the Finance Committee or such other person as delegated by the Board.
- d. report monthly to the Finance Committee providing information on income and expenditure for the previous month, performance against budget and any items of financial expenditure or management that they wish to be brought to the Board
- e. report monthly to the Board in respect of the management of the Society and
- f. to oversee all income and expenditure of the Society and provide a written financial report to the Board each month.

## **13 The Finance Committee**

13.1 There shall be a Finance Committee as defined in clause 3.1 (e) which shall perform all duties as directed by the Board (Treasurer, Manager, President).

13.2 Should the death, registration or change in eligibility of any member of the Finance Committee occur before the expiration of the Member's term in office, the Board may appoint a new eligible Member to fill the vacancy.

13.3 Every Member so appointed will hold office until the next General Meeting of the Society and shall be eligible for re-appointment, in accordance with these Rules.

## 14 Annual General Meeting

- 14.1 The AGM shall be held after the preparation of the year end accounts but no later than 30<sup>th</sup> April in each year, or such other month as may be determined in a General Meeting, at such time and place as the Board may appoint.
- 14.2 Notice of the AGM and a call for nominations to the elected positions of the Society shall be given by the Manager to Members not less than twenty-one (21) days prior to the date of the meeting, on social media and in the Society's newsletter and on the Society's notice board.
- 14.3 Any nominations to an elected position of the Society must be in writing, and signed by two (2) Financial Members, other than the nominee. Such a nomination must be received by the Manager no later than fourteen (14) days prior to the AGM. Late nominations may be accepted, at the discretion of the Chairperson prior to and during the course of the AGM.
- 14.4 Any notice of motion must be in writing and signed by two (2) Financial Members/Honorary Life Members. Such a motion must be received by the Manager no later than fourteen (14) days prior to the AGM.
- 14.5 Any general business to be included on the agenda must be received by the Manager no later than fourteen (14) days prior to the AGM, including, but not limited to, any referrals of Honorary Life Membership. Late general business may be accepted, at the discretion of the Chairperson, up until the start of the meeting and for discussion only.
- 14.6 Any notice of nomination for election, all reports, notices of motion, general business and meeting agenda will be available to all members from the Manager seven (7) days prior to the AGM. By Members request, such information may be distributed by way of email, and/or by post.
- 14.7 The quorum for the AGM shall be fourteen (14) Financial Members eligible to vote, present in person or online. If a quorum is not present within thirty (30) minutes of the time set down for such meeting, no business shall be transacted, and the meeting adjourned for not more than twenty-eight (28) days. Ten (10) days clear notice of such adjourned meeting shall be sent to all members. At the adjourned meeting, the Chair should declare a quorum, and if a quorum as specified above is not present at the advertised time of the meeting, whatsoever number of qualified persons so present at the expiration of thirty (30) minutes from the advertised time of the meeting, shall constitute a quorum.
- 14.8 The Chairperson at any AGM shall be the current President who shall relinquish the chair to the newly elected President, if applicable, following the completion of elections or at the conclusion of general business if the meeting so agrees.
- 14.9 The business at such meeting shall be:
  - a. Accept and confirm the minutes from previous AGM
  - b. The President's Report

- c. The Finance Committee's Report (including the consideration and acceptance of the audited year end accounts)
- d. to consideration of any Notices of Motion
- e. Elections
  - President
  - Vice-President
  - Board Members (4 and up to 6)
- f. Appointments
  - Auditor
  - Patron
  - Honorary Botanist
- g. any General Business in accordance with Rule 14.5

14.10 Standing Orders for the AGM are as set out in Appendix 1 and include the following matters:

- a. Voting on any matter at the AGM may be exercised by a Financial Member, Honorary Life Member or Chairperson (or their delegate) of the Garden and Floral Groups Representatives' Committee in person or by proxy and in accordance with these Rules.
- b. Any proxy appointed by a Member to exercise a vote on their behalf, in accordance with these Rules, must be in writing, clearly, setting out the name of the proxy (who must be a Financial Member or Honorary Life Member) and signed. The proxy must be registered with the Chairperson prior to the commencement of the AGM.
- c. Any motion to be passed at the AGM will require a simple majority unless otherwise required by these Rules and shall be decided by show of hands or a secret ballot at the discretion of the Chairperson or on request of five (5) Financial Members.
- d. in the case of a secret ballot, the meeting shall appoint two (2) scrutineers whose duty it shall be to examine the voting paper and declare the result accordingly.
- e. in the event of there being equal votes, the President shall have a casting vote which shall be handed to the scrutineers and who shall declare the result accordingly.
- f. the scrutineers will, as soon as convenient after the declaration of the voting at the AGM, destroy all voting papers.
- g. All resolutions of the Society in any General Meeting in accordance with these Rules shall be binding on all Members whether or not they be present and a declaration by the person taking the chair of the meeting that a resolution has been carried or lost together with an entry in the Minute Book of the Society shall be evidence of the fact.

## **15 General Meetings**

15.1 A General Meeting of the Society may be called:

- a. at any time by the President or by the Vice-President acting on the President's behalf, or by the Society's Office within fourteen (14) days after receipt by the Society of a notice in writing signed by at least fifteen (15) Financial Members requesting the calling of such a meeting and stating the purpose for which the meeting is called.
- b. Not less than seven (7) days' notice of such meeting shall be given by way of social media, the Society's noticeboard (including any website noticeboard) and the Society's newsletter.
- c. the purpose of the General Meeting is to be stated in the advertisement.
- d. the quorum for General Meetings shall be fourteen (14) Financial Members eligible to vote, present in person or online. If a quorum is not present within thirty (30) minutes of the time set down for such meeting, no business shall be transacted, and the meeting adjourned for not more than twenty-eight (28) days. Ten (10) days clear notice of such adjourned meeting shall be sent to all members. At the adjourned meeting, the Chair should declare a quorum, and if a quorum as specified above is not present at the advertised time of the meeting, whatsoever number of qualified persons so present at the expiration of thirty (30) minutes from the advertised time of the meeting shall constitute a quorum.
- e. Standing Orders at such General Meetings shall be as set out in Rule 14.10 and its sub-clauses.
- f. When a General Meeting is called by fifteen (15) Financial Members, at least ten (10) of those signatories must be present for voting for the meeting to be valid.

## **16 Alteration of Rules**

- 16.1 These Rules may, from time to time, be altered or repealed or added to at any AGM or at any General Meeting called for that purpose, provided that notice of such proposed alteration, repeal or addition, shall have been given to Members by newsletter, social media and notice on the Society's noticeboard (including any website noticeboard) at least ten (10) days prior to such meeting.
- 16.2 Any resolution to alter, repeal or add to any Rules shall require a majority of not less than 75% of the valid votes recorded in order to be passed.
- 16.3 All Members shall be supplied with any such alteration, repeals, or additions that may be approved at any meeting as soon as practicable after such meeting.
- 16.4 Any change to these Rules must be compliant with any Rules of the Incorporated Societies Act, The Charities Services, Inland Revenue, and Worksafe.

## **17 Standing Orders for Meetings of the Board and other such meetings of the Society**

- 17.1 Unless otherwise provided by these Rules, any meeting of the Society including its sub-committees shall have a Chairperson and a Secretary either appointed to the role by the Board, committee, or the sub-committee.

- 17.2 The Chairperson shall conduct the meeting and the Secretary shall record the minutes of the meeting.
- 17.3 Each member of the committee or sub-committee is entitled on every motion to one vote exercised in person and in case of an equality of votes, the person taking the chair has the second or casting vote. Voting at a meeting will, when demanded, be recorded; and will be decided by a show of hands or a poll or secret ballot at the discretion of the person taking the chair or on the request of two (2) committee or sub-committee members.
- 17.4 Any motion to be passed at the meeting of the committee or sub-committee will require a simple majority unless otherwise required by these Rules.
- 17.5 The Standing Orders set out in Appendix 1 are adopted by these Rules.

## **18 Complaints**

- 18.1 Any Members may submit a complaint about another member in writing to the Society's Office alleging improper conduct or breach of these Rules which shall, as soon as practicable, submit it to the Board.
- 18.2 The complaint will then be determined in accordance with these Rules.

## **19 Common Seal**

- 19.1 The Common Seal of the Society shall be affixed to any instrument upon the authority of a resolution of the Board and in the presence of the President and the authorised staff member who shall then sign such instrument. The Common Seal shall be kept in the custody of the authorised staff member.

## **20 Winding Up**

- 20.1 The Society may be wound up voluntarily if the Society at a General Meeting passes a resolution requiring the Society to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than THIRTY (30) days after the date on which the resolution so to be confirmed was passed.
- 20.2 If upon the winding up or dissolution of the Society 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 some other institution, body, organisation, society or association having similar charitable purpose or purposes as this Society as defined in the Charities Act 2005 or subsequent legalisation, to be determined by the Members at or before the time of dissolution or shall otherwise be determined by a judge of the High Court of New Zealand on the application of any Member.

## STANDING ORDERS

### Application:

These orders shall apply to and determine the conduct of all properly constituted meeting of the Society.

### General Rules of Debate:

1. **MOTIONS:** All motions must be moved thorough the Chair and clearly defined.
2. **SECONDING MOTIONS:** All motions must be seconded, except any motion, not being an amending motion, moved by the Chair. In the event of a motion not being seconded, the motion shall lapse and the meeting shall move onto the next item on the agenda.
3. **IRRELEVANT MATTER:** In speaking to any motion or amendment, members shall confine their remarks strictly to such motion or amendment and shall not introduce irrelevant matter. In these matters, the Chair's ruling shall be final.
4. **DIVISION OF MOTION:** The Chair may rule that a complicated motion be divided and considered in parts. In the event of such division, the mover of the motion as a whole shall be the mover of each part and shall have the right to speak to each part.
5. **RIGHT OF REPLY:** The mover of an original motion shall have the right to reply and after they have commenced such reply no other person shall speak to the motion. It shall not be competent for any new matter to be introduced by the mover when speaking in reply. The mover shall confine themselves to answering previous speakers.
6. **RIGHT OF REPLY TO AN AMENDMENT:** If an amendment to an original motion is moved and seconded, the mover of the original motion shall either:
  - 6.1 Exercise their right to reply at the conclusion of the debate on the amendment.
  - 6.2 Speak to the amendment, in so doing losing their right of reply.
7. **QUESTIONS OF A MOTION:** Should the Chair so direct, a member who has already spoken to a motion shall be permitted to reply to a question, but their reply shall not introduce new matter.
8. **CLARIFICATION OF MOTION:** Any member may ask that the Chair read the wording of the motion of any amendments. Such questions shall not interrupt a speaker and will not be considered as speaking to the motion.
9. **SPEAKING TWICE:** Except as provided for in Paragraphs 7 and 8 of these Standing Orders no member shall speak twice to the same motion.
10. **PUTTING THE MOTION:** Immediately prior to voting, the Chair shall distinctly state the wording of the motion being put.

11. **MOTION PUT:** No member shall speak to any motion once it has been put.
12. **MOVING AMENDMENTS:** An amendment to a motion may only be moved by a member who has not spoken to the original motion. Any amendment shall not be inconsistent with the original motion and no amendment which amounts to a direct negative shall be received.
13. **SECONDING AMENDMENTS:** All amendments must be seconded by a member who has not spoken to the original motion. Should an amendment not receive a seconder, the amendment shall lapse and no record of it shall be entered into the Minutes of the meeting.
14. **SPEAKING TO AN AMENDMENT:** Amendments shall be regarded as fresh business and members shall have the right to speak.
15. **DISPOSAL OF AMENDMENTS:** No other amendment shall be received until the first amendment has been disposed of by either:
  - 15.1 being carried, thus becoming the motion.
  - 15.2 being lost, the meeting then reverting to the original motion.
16. **AMENDMENT CARRIED:** The amendment becomes the motion and is capable of further amendment. If the amendment so carried does, in the opinion of the Chair, entirely dispose of the original question, the Chair may rule that no further amendments be received.
17. **AMENDMENTS LOST:** If the amendment is lost, the meeting reverts to the original motion, which becomes capable of future amendments.
18. **MOVING TWO OR MORE AMENDMENTS:** Members moving or seconding any amendment shall be regarded as having spoken to the original motion and may not subsequently move or second further amendments.
19. **ORDER:** Order shall be maintained by the Chair and any member who refuses to obey the rulings of the Chair may be subject to a Motion of Censure which must be carried by a majority of members present.
20. **CHAIRPERSON RISING:** Whenever the Chair rises during a debate, any member speaking or offering to speak shall resume their seat and the meeting shall be silent so that the Chair may be heard without interruption.
21. **MEMBERS DESIRING TO SPEAK:** Any member desiring to speak shall rise and address the Chair. No member shall rise to speak when another is already speaking, or when another has, by standing, indicated their intention to speak. When two or more members rise simultaneously, the Chair shall determine who shall speak first.
22. **CLOSURE MOTION:** It shall be competent for any member at the close of any speech on a motion to which they have not spoken, to move "That the motion be now put". The closure motion, if seconded, shall be put immediately, but must be carried by a majority of not less than two-thirds of the members present. If the Closure Motion is carried, the motion under discussion MUST be put. If the Closure Motion is not carried, discussions on the original motion may continue.

23. **POINTS OF ORDER:** Any member may arise to “speak to a point of order” upon any breach of these Standing Orders. The member shall immediately resume their seat until the Chair rules on the point of order raised. No point of order may be raised during voting on a motion, except by permission from the Chair. The Chair may give its discretion on a point of order immediate after the point is raised or, at its discretion, may hear further argument on the point of order before giving a decision.

24. **COMMITTEE:** any meeting may, by resolution, move into committee at which time the following persons shall be excluded from the meeting:

- (i) In the case of a General Meeting, any person who is not a member of the Society;
- (ii) In the case of a Board Meeting, any person who is not a member of the Board
- (iii) In the case of a Committee or Sub-Committee Meeting, any person who is not a member of the Committee or Sub-Committee with the exception of any Board member in attendance at the meeting.

Subject to any legal obligation, no person attending a meeting in committee shall disclose to any other person, any disclosed information which has been presented to, or is to be presented to any such meeting, nor shall any discussion, deliberations or decisions be divulged. For avoidance of doubt, nothing prevents any meeting, having come out of meeting in committee, from receiving and discussing a motion relating to matters which may have been raised in committee.

The minutes of any meeting in committee, shall be recorded by the Chair, or their nominee, and held by the Chair on behalf of the Society.

25. **SUSPENSION FROM STANDING ORDERS:** At any meeting, any of these Standing Orders may be suspended by resolution from members, provided that the suspension of such Standing Order does not conflict with the requirements of the Rules.

## Appendix 2

### **Rules for a Canterbury Horticultural Society Interest Group**

1. Each Interest Group is to be known as the “Canterbury Horticultural Society {insert name of horticultural interest} Interest Group”.
2. Should there be any conflict between the Rules of the Society and these Rules, then the Rules of the Society shall prevail.
3. Each Interest Group is to function, as a group, and its members are required to comply with the objects of the Society which may include promoting the culture and display of the Interest Group’s special interests, either for garden enhancement or exhibition purposes.
4. Membership of each Interest Group is to be open to Financial Members of the Society and interested members of the public.
  1. Those who elect to be members of the Interest Group only, shall pay a part subscription to The Society and this shall grant that member voting and attendance rights only in their nominated Interest Group.
  2. The public are very welcome and may be charged a single meeting fee.
  3. Each Interest Group shall maintain accurate attendance and payment records, which will form part of that Interest Group’s annual report to the board.
  4. Membership status shall be clearly marked on the membership card.
5. Any Financial Member of the Society may attend the meetings of any Interest Group but only those Society members registered as an Interest Group member may have voting rights in respect of the Interest Group or Interest Groups with which they are registered.
6. Each Interest Group is to be administered by a committee comprising a Chairperson, Secretary/Treasurer and not less than two other members, to be elected by members of the Interest Group at their Annual General Meeting. Not less than one of the Interest Group’s committee members should be a full financial CHS member. The Society’s Board may appoint a member of the Board to act as a liaison person with the Interest Group for the purpose of discussion and advice as required.
7. The Interest Group’s committee shall meet as necessary to meet the Interest Group’s purposes as set out in rule 3 above and to undertake the following matters:
  - a. Organise a programme, together with forward bookings of The Kiosk and dates;
  - b. Publish information on activities in the Society’s newsletter and any other Society media such as a website;
  - c. Prepare and keep true and correct minutes of its meetings, to be made available to the Society’s Manager on request;
  - d. Prepare and keep a current register of Interest Group members which is to be maintained by the Interest Group’s Secretary/Treasurer, with one copy to be provided to the Society’s Manager, at least once a year, or as requested by the Board; and

- e. Conduct an Annual General Meeting, notice of which to be published in the Society's newsletter and other media including a website, such notice to be received by members at least one (1) month prior to the meeting.
- 8. Each Interest Group may organise activities using the Society's premises, for example shows open to the public. Beyond that, an Interest Group may organise any such activity with the approval of the Board. In considering such approval, which is at the sole discretion of the Board, the Board will consider costs, charges and other financial implications, publicity, and compatibility with other Society events.
- 9. Any Interest Group activities outside of the Society's premises such as bus tours, should in the first instance be referred to the Society's Manager, to ensure all legal obligations are covered, including health & safety.
- 10. The Society will not charge for the use of an available room or rooms in any premises rented by the Society for the conduct of a Interest Group's activities. Any room used by an Interest Group is to be left in a clean and tidy condition.
- 11. The Society recognises:
  - a. An Interest Group may raise funds by means of donations, sale of plants, raffles, work at shows and like activities for the purpose of fostering the Interest Group's purposes (see rule 3 above);
  - b. An Interest Group may have to expend monies to support its activities.
- 12. In respect of monies to which rule 11 and its sub-clauses apply, an Interest Group may, with the approval of the Board, operate its own bank account which is to be in the name of the Society with reference to the Interest Group's name.
- 13. An Interest Group's bank account must have two signatories, one of whom must be the Interest Group's secretary/treasurer. Both signatories to be approved by the Board.
- 14. The Interest Group's secretary/treasurer is required to maintain a financial record of the Interest Group's financial activities described in rule 11 and its sub-clauses above. Such a financial record is to be made available to the Society's Manager on request.
- 15. A statement of income and expenditure is to be given to the Society's Manager within one (1) month of the end of each Interest Group's financial year, which will match the financial year of the Society, (i.e., January to December) for inclusion in the Society's own accounts by way of Trust Accounts.
- 16. For the avoidance of doubt, any monies held by a Interest Group are monies belonging to the Society and the Board may direct the payment of any such monies in accordance with the Society's Rules.

17. An Interest Group and its Members may not represent itself/themselves as an agent of the Society without written authorisation of the Board.
18. All Interest Group correspondence with national and other societies on matters relating to the Society must be conducted through the Society's Manager and using the Society's address (physical or email).
19. All Interest Groups provide a written report of annual activities each year to be included in the Annual Report.

### Appendix 3

#### Policies - Available from the Office by request

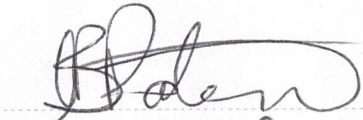
- Health and Safety
- Financial
- Course Cancellation
- Privacy
- Conflict of Interest
- Dispute Resolution Policy

and other policies as defined from time to time.

Passed by the Canterbury Horticultural Society Special General Meeting, September 6, 2023.

Held \_\_\_\_\_

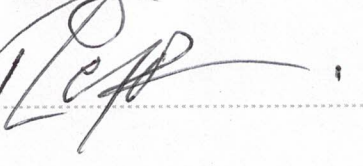
Signed

 Chairman

Signed

 TREASURER

Signed

 BOARD MEMBER