

**CONSTITUTION
of
FRIENDS OF BOLTON STREET CEMETERY INCORPORATED**

Revised to comply with the Incorporated Societies Act 2022.

Adopted by the AGM of the Society on 6 July 2024 and lodged with the Registrar of Incorporated Societies on [date].

1. DEFINITIONS AND INTERPRETATION

In this Constitution, and unless the context otherwise requires:

- a) 'The Act' means The Incorporated Societies Act of 2022
- b) 'The Society' means 'Friends of Bolton Street Cemetery Incorporated' as an incorporated society with charitable status.
- c) 'Bolton Street Cemetery' means the three historic, adjacent, sectarian Wellington cemeteries now known collectively as the Bolton Street Cemetery, as detailed in Schedule 1.
- d) 'Museum' means the Bolton Street Cemetery Museum.
- e) 'In writing' includes online electronic documents, permanent copy printed documents and email.

2. NAME

The name of the Society is 'Friends of Bolton Street Cemetery Incorporated'.

3. REGISTERED OFFICE:

The Society's registered office will be at such a place in New Zealand as the committee determines from time to time. Changes to the registered office shall be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

4. CONTACT PERSONS

The Society's contact persons in terms of s113 of the Act will be appointed by the Committee and their name and the required contact details including an address (physical or electronic) and telephone number will be provided to the Registrar of Incorporated Societies. .

5. PURPOSES

5.1 The society is registered as a charitable entity under the Charities Act 2005 and will pursue charitable outcomes relevant to our purpose.

5.2 The aim of the Society is to advocate, preserve, protect and enhance for public benefit, the Bolton Street Cemetery, while acknowledging the principles of the Treaty of Waitangi. To pursue this aim, the Society shall pursue the following objectives:

5.3 Encourage public interest in the Cemetery by activities including:

- a) Maintaining through its website, newsletters, tours and other means, accurate and accessible information about the Cemetery through its website, newsletters, tours and other means, accurate and accessible information about the Cemetery.
- b) Making the Cemetery a place for respectful remembrance, contemplation, and reflection.

5.4 Work in relationship with the Wellington City Council to support shared objectives in our Memorandum of Understanding 2022.

5.5 Encourage families, business and professional groups and others to:

- a) Assist financially with repairs to the derelict and damaged graves of former associates and relatives.
- b) Help with the cleaning and maintenance of graves.
- c) Support the overall aim and objectives of the Society by becoming members.

5.6 Conduct and co-ordinate accurate research of historical information in order to develop and maintain reliable burial records of all persons interred within the three historic cemeteries and/or referred to on graves and associated records.

5.7 Enrich the Cemetery's heritage value by encouraging:

- a) Research on and use of best-practice heritage restoration techniques in repairing memorials.
- b) The management of heritage material which cannot or should not be accommodated within the Cemetery or Museum.

6. MEMBERSHIP

6.1 Membership of the Society is open to all persons or entities interested in furthering the purposes of the Society.

6.2 Application for membership is to be made in writing to the Treasurer accompanied by the requisite subscription. This application provides their consent to be a member and is retained in the Society's membership records.

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

- a) Ordinary membership, open to the public at large.
- b) Corporate membership, open to any legal entity or trust with full membership rights on payment of a corporate subscription.
- c) Family membership, open to all members of a household on payment of a family membership.

- d) Honorary life membership, open 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 purposes and subsequent approval by an Annual General Meeting or Special Meeting of the Society.

6.4 A person or Corporate Member entity shall cease to be a member if:

- a) They voluntarily resign their membership by written notice to the Treasurer.
- b) Their subscription remains unpaid by the end of the financial year of the Society.
- c) A general meeting votes by a two-thirds majority to cancel their membership.
- d) Membership is terminated following a dispute resolution process under this Constitution.
- e) The member dies or the entity is liquidated.

6.5 Every current member shall promptly advise the Society of any change of the members contact details.

7.OBLIGATIONS OF MEMBERS

7.1 A member is not liable for any obligation of the Society by reason only of being a member.

7.2 Nothing in this section affects the liability of a member to the Society under a contract, or for any tort, breach of fiduciary duty or other actionable wrong committed by the member.

8. INFORMATION FOR MEMBERS

8.1 A member may make a written request to the Society for specific information held by the Society.

8.2 The Society must either comply with such a request in terms of s80 of the Act or refuse it in terms of s81.

9. REGISTER OF MEMBERS

9.1 The Society must maintain an up-to-date register of its current and former members containing:

- a) Each member's name.
- b) The last known contact details of each member.
- c) The date on which each member became a member.
- d) Current membership status – financial or unfinancial.
- e) The date on which a former member ceased to be a member.

10. GENERAL MEETINGS

- 10.1 The annual general meeting of the society shall be held not later than six months after the end of the financial year.
- 10.2 Ten working days' notice of a general meeting shall be given in writing by post or email to all financial members.
- 10.3 The regular business to be conducted at the annual general meeting shall be to:
- a) Receive the Annual Report of the Society's operations and affairs, and the Statement of Financial Performance for the year.
 - b) Elect the officers and members of the committee.
 - c) Disclose any conflicts of interest made by officers during the year, as will be recorded in an interests register.
 - d) Fix annual subscriptions for the financial year.
 - e) Elect any Life Members.
 - f) Elect an Auditor (if applicable) or a Reviewer (if applicable).
 - g) Conduct any other business submitted by the Committee or by a financial member in the notice of meeting or, with the consent of the meeting, submitted by any member present (provided that any resolution put to the AGM or general meeting must be contained in the notice of that meeting).
- 10.4 The chairperson of any general meeting will be the Society's President or, in their absence, a member appointed by the meeting.
- 10.5 The persons entitled to vote at a general meeting are the financial members of the Society. The mode of voting shall be by a show of hands at any general meeting. There shall be no proxy voting. A simple majority is required unless otherwise stated in this Constitution.
- 10.6 The quorum at a general meeting is 20% eligible financial members present and entitled to vote.
- 10.7 A special general meeting of the members may be called at any time by the Committee or by requisition of 20 or more ordinary members. The requisition shall be addressed to the President and shall set out specifically the business for which the special general meeting is required. Upon receipt of such a requisition the Committee 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.
- 10.8 The Society will keep minutes of all general meetings.

10.9 The Society may pass a written resolution in lieu of a general meeting if it is approved by no less than 20% of members who are entitled to vote on the resolution. Communication to members will provide a minimum of ten working days' notice, plus an additional minimum of five working days for members' responses to be received by the committee.

11. APPOINTMENT OF OFFICERS OF THE SOCIETY

11.1 At each annual general meeting of the Society, the Society shall elect as officers a President, Secretary and Treasurer, plus a committee of other financial members to make a total of up to ten officers.

11.2 Nominations should be received by the Secretary not later than seven days prior to the annual general meeting. The Secretary may also accept nominations from those present at the Annual General Meeting. Members offering themselves for the committee must confirm to the Secretary in writing their consent to appointment or election, and certify that they are not disqualified from holding office in a Society. Each nomination must bear the names and signatures of a proposer and seconder who are financial members of the Society.

11.3 The term of appointment of an officer will be two years, and up to three consecutive terms (a total of six years) may be served. If no other member is willing or available to replace the incumbent officer or committee member whose three terms have expired, the incumbent officer's term or committee member's term may be extended by a simple majority vote at each subsequent Annual General Meeting.

11.4 The committee shall have the power to co-opt members to fill vacancies on the committee as are necessary for the conduct of the Society's affairs or to make appointments to special committees. Any appointee must supply a signed consent to their appointment and certify that they are not disqualified from holding office.

11.5 Positions which fall vacant may be filled by the Committee if considered necessary. If the office of President becomes vacant a member of the committee shall assume office, failing which the office must be filled by an election.

12. COMMITTEE MEETINGS

12.1 Five working days' notice of each committee meeting shall be given in writing by post or email to all committee members.

12.2 The quorum at a committee meeting is 50% of its members either:

- a) Assembling at the time and place appointed for the meeting, or
- b) Participating by means of electronic communication, or
- c) By a combination of both a) and b).

12.3 The President, or in their absence an officer appointed by the meeting, shall chair the meeting.

12.4 Every officer has one vote. A resolution of the committee is passed if a majority of votes are in favour. The chairperson has a casting vote in the event of a tied vote.

13. MANAGEMENT.

13.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of the Committee.

13.2 The Committee has all the powers necessary to manage, or to direct and supervise the management of, the operation and affairs of the Society.

13.3 The Committee shall at all times maintain an up-to-date register of the interests disclosed by officers and by members of the committee and any sub-committee.

13.4 The Society has the power to appoint an Honorary Patron from time to time. The Committee accordingly may choose to nominate such a person and propose the appointment for approval by a simple majority vote at an Annual General Meeting.

14. REQUIREMENTS UPON OFFICERS

14.1 Officers must comply with the Act and this Constitution, act in good faith, use their powers for proper purposes and in the best interests of the Society, and exercise reasonable care and diligence.

14.2 An officer with a financial interest in any Society matter must disclose that interest to the Committee as soon as practicable and must not take part in the discussion or decision to vote on that matter but may be counted in determining whether there is a quorum at any meeting which considers the matter.

15. OFFICER CEASING TO HOLD OFFICE

15.1 A person ceases to be an officer of the Society if they:

- a) Resign by written notice to the Society, which notice takes effect upon receipt or on a suitably identified future date.
- b) Are removed by resolution of a two-thirds majority vote of a general meeting or a vote of no confidence by the committee.
- c) Become disqualified under s47(3).
- d) Die
- e) Have their membership terminated following a dispute resolution process under this constitution.

15.2 Each officer shall deliver back to the committee all books, papers and other property of the Society within 20 days of ceasing to hold office.

16. FINANCE

16.1 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.

16.2 The committee shall maintain bank accounts in the name of the Society, and any two officers may sign on the Society's behalf.

16.3 All the monies of the Society shall be paid into such New Zealand bank accounts and investments as the committee may from time to time determine to the credit of the Society. All accounts shall be approved for payment by the Committee. The committee will ensure:

- a) That payments are made in a manner approved by the Committee and only for the Society's purposes, which may include payment or reimbursement of officers or members for goods or services which advance the Society's purposes.
- b) Financial records must be kept which fully and accurately show the financial affairs of the Society and comply with the requirements of the Act and the Charities Act 2005.
- c) The Society's annual financial statements are to be prepared and presented to the next AGM and, if approved, are lodged with Registrar of Incorporated Societies and Charities Services by 30 September.

16.4 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.

16.5 The committee may from time to time recommend for approval at a General Meeting, the appointment of an auditor or reviewer to audit or review the Society's accounts.

17. RESOLUTION OF DISPUTES

17.1 The procedure for making a complaint and resolving disputes is set out in the Schedule 2 to this Constitution.

17.2 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations which may include:

- a. A member or Officer has engaged in misconduct,
- b. A member, officer or the Society has breached or is likely to breach a duty under the constitution or the Act,
- c. A member's rights or interests have been damaged.

17.3 A complaint is a notice in writing which states that a member, officer or the Society is starting a procedure for resolving a dispute and which sets out the allegations to which the dispute relates.

18. AMENDMENT OF CONSTITUTION

18.1 All amendments to this constitution will be made in writing.

18.2 Any minor or technical amendments will be notified to Members as outlined in S31 of the Act.

18.3 Any other amendment to this Constitution must be made by resolution of a general meeting passed by a simple majority of members present and voting, provided that no resolution may negate the charitable status of the Society.

18.4 When an amendment is approved by a General Meeting it will be notified to the Registrar of Incorporated Societies and Charities Services and shall take effect from the date of that registration.

19. LIQUIDATION AND DISTRIBUTION OF SURPLUS ASSETS

19.1 The Society may be placed into liquidation by resolution of a two-thirds majority of a general meeting.

19.2 The resolution to liquidate must name another charity or charities with purposes similar to those of the Society, to which the Society's surplus assets are to be distributed.

SCHEDULE 1

BOLTON STREET CEMETERY

Definition

Bolton Street Cemetery means the three historic, adjacent, sectarian Wellington cemeteries now known collectively as the Bolton Street Cemetery.

These sectarian areas were named:

Church of England Cemetery (previously known as *Bolton Street Cemetery*),

Public Cemetery (previously known as *Sydney Street Cemetery*),

Jewish Cemetery.

Map of Bolton Street Cemetery



SCHEDULE 2

PROCEDURES FOR MAKING A COMPLAINT AND RESOLVING DISPUTES

How complaint is made

1. A member or an officer may make a complaint by giving the committee notice in writing that:
 - States that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - Sets out the allegation to which the dispute relates and who the allegation is against; and
 - Sets out any other information reasonably required by the Society.
2. The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer notice in writing that:
 - States that the Society is starting a procedure for resolving a dispute in accordance with Society's Constitution; and
 - Sets out the allegation to which the dispute relates.
3. A complaint must provide enough information to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details to enable them to prepare a response.

Person who makes the complaint (the complainant) has right to be heard

4. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the Society makes a complaint –

- a) The Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b) An officer may exercise that right on behalf of the Society.
5. Without limiting the manner in which the complainant may be given the right to be heard, they must have been taken to have been given the right if;
 - a) They have a reasonable opportunity to be heard in writing or at an oral hearing if one is held); and
 - b) An oral hearing is held if the decision maker considers that one is needed to ensure an adequate hearing; and
 - c) An oral hearing (if any) is held before the decision maker; and
 - d) The complainant's written statement or submissions (if any) are considered by the decision maker.

Person against whom a complaint is made (the respondent)

6. The respondent has a right to be heard, if a complaint involves an allegation that the respondent:
 - a) Has engaged in misconduct; or
 - b) Has breached, or is likely to breach, a duty under the Society's constitution; or
 - c) Has damaged the rights or interests of a member or the rights or interests of members generally.
7. The respondent has a right to be heard before the complaint is resolved or any outcome is determined, and if the respondent is the Society, an officer may exercise the right on behalf of the Society.
8. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
 - a) They are fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable them to prepare a response; and
 - b) They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c) An oral hearing is held if the decisionmaker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d) An oral hearing (if any) is held before the decision maker; and,
 - e) The respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining a dispute

9. The Society must, as soon as is reasonably practicable after or receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
10. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

Society may decide not to proceed further with complaint

11. Despite clauses 9 and 10 above, the Society may decide not to proceed further with a complaint if:
 - a) It is trivial; or
 - b) It does not appear to disclose or involve any allegation of the following kind:
 - That a member or an officer has engaged in material misconduct;
 - That a member, an officer, or the Society has materially breached, or is likely materially to breach, a duty under the Society's Constitution or the Act.
 - That a member's rights or interests or members' rights or interests generally have been materially damaged.
 - The complaint appears to be without foundation, or there is no apparent evidence to support it.

- The person who makes the complaint has an insignificant interest in the matter.
- The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution.
- There has been undue delay in making the complaint.

Society may refer complaint

12. The Society may refer a complaint to:
- A subcommittee or an external person to investigate and report; or
 - A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision; or
 - Any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice), but only with the consent of all parties.

Decision makers

13. A person may not act as a decision maker in relation to a complaint if two or more members of the Committee or a complaints subcommittee, consider that there are reasonable grounds to believe that the person may not be:
- Impartial; or
 - Able to consider the matter without a predetermined view.