

## **THE CONSTITUTION OF THE NEW ZEALAND ORGAN PRESERVATION TRUST**

1 The name of the Trust shall be THE NEW ZEALAND ORGAN PRESERVATION TRUST (INCORPORATED) hereinafter referred to as "the Trust."

2 The Trust shall be incorporated under the "Incorporated Societies Act, 1908."

### **OBJECTS**

3 The objects for which the Trust is established are:

- (1) To encourage the preservation of the organ in New Zealand, by:
  - (a) Promoting public knowledge of organs which are of national or local importance by reason of educational, historic, artistic, traditional, scientific, antiquarian, or other special interest attaching to them (hereinafter called "notable organs");
  - (b) Bringing together people with historical, musical and technical skills and a common interest in the organ;
  - (c) Establishing criteria by which an organ may be deemed worthy of preservation;
  - (d) Identifying those notable organs whose existence is endangered and bringing to the attention of those in possession of such an instrument their responsibilities for it;
  - (e) Entering into agreements with governmental authorities, churches, religious congregations, corporations, societies and individuals for the management, maintenance, restoration and preservation of notable organs;
  - (f) Acquiring by purchase, lease or otherwise any notable organ for the purpose of maintaining, protecting and preserving it for the benefit of the public;
  - (g) Acquiring or accepting the gift or bequest of the control for the time being of on loan or lease any notable organ and if any such gift bequest control or lease be subject to any Trust or condition to give effect to such Trust or condition;
  - (h) Entrusting any notable organ for safe custody and control to any governmental authority, church, religious congregation, gallery, museum, association, society or body of persons, whether incorporated or not, upon such terms and conditions as the Trust thinks fit with power at any time to require the return thereof to the Trust;
  - (i) Maintaining, restoring, preserving and managing, either alone or jointly with any governmental authority, church, religious congregation, corporation, society or individual any notable organ;
  - (j) Encouraging scholarly research into organs in New Zealand.
  - (k) Printing and publishing such descriptive and educational material as the Trust may think desirable for the promotion of its objects.
- (2) To do all such other acts and things as are incidental to or which will further or be conducive to the attainment of the objects of the Trust or any of them.

### **POWERS**

4 In furtherance of its objects the Trust shall have the following powers:

- (a) To take such steps as from time to time may be deemed expedient for the purpose of procuring grants, subscriptions and contributions to the Funds of the Trust; and to accept for the promotion, attainment, maintenance and advancement of the objects and purposes herein set out, gifts, bequests, legacies of money and other valuable assets and property.
- (b) To purchase take on lease or in exchange or hire or otherwise acquire hold mortgage and dispose of any real or personal property and any rights and privileges which the Trust shall think necessary or expedient for the purpose of attaining the objects of the Trust or any of them or promoting the Trust or its members.
- (c) To borrow or raise or secure the payment of money in such manner as the Council shall think fit, and for such purpose, to charge or mortgage any property of the Trust.
- (d) To invest and deal with the moneys of the Trust in such manner as the Council shall from time to time think fit.

### **MEMBERS**

4 (1) Any person or corporate body or organisation having first completed a form of enrolment approved by the Council and being subsequently accepted by the Council and having paid the subscription for the then current year shall become a member of the Trust.

- (2) A member shall cease to be a member of the Trust in any of the following events:
  - (a) If the member having paid the then current year's and all previous years' subscriptions gives notice in writing to the Trust of the intention to resign from membership.
  - (b) If the Council resolves that that member's name be removed from the Trust's Register of Members for non-payment of a subscription within six months of the date appointed for the payment thereof.
  - (c) If the Council resolves that that member be expelled from membership.

(3) Any person, who need not necessarily be a member of the Trust, who has furthered the aims and objects of the Trust in an outstanding way, may be elected a Life member of the Trust at a General Meeting of the Trust.

### **SUBSCRIPTIONS**

6 Each member shall pay to the Trust such a subscription as shall be fixed at the Annual General Meeting. Subscriptions shall be payable in advance and unless the Council determines otherwise shall be due and payable on the 1st day of July in each year.

### **REGISTER OF MEMBERS**

7 The Trust shall keep a Register of its members containing their names and addresses.

### **MANAGEMENT**

8 (1) The affairs of the Trust shall be governed by a Council which shall be elected at the Annual General Meeting and which shall remain in office until the end of the meeting at which its successors are appointed.

(2) The Council shall comprise the following Officers: a President, a Vice-President, Secretary, Treasurer, and four Councillors except that the offices of Secretary and Treasurer may be held by one person.

(3) The Council may co-opt members or non-members under such terms and conditions as the Council may determine.

(4) Every nomination for the offices of President, Vice-President, Secretary, Treasurer and Councillor, shall be submitted in writing (which includes email) to the Secretary not later than 6 weeks before the time of commencement of the Annual General meeting. All such nominations shall be signed by the proposer, the seconder, and the nominee who shall be financial members of the Trust. In the event of more than one nomination being received for any office, members present at the Annual General Meeting shall decide by secret ballot the election of such officers. All officers duly elected shall be eligible for re-election at a subsequent Annual General Meeting.

### **DUTIES AND POWERS OF THE COUNCIL**

9 The powers and duties of the Council shall be:

- (1) To exercise general control over the affairs of the Trust.
- (2) To appoint such Sub-Committees as it deems necessary to further the objects of the Trust.
- (3) To control the finances of the Trust.
- (4) To fill any vacancies which may occur on the Council.
- (5) To appoint an Editor for each of its publications.
- (6) To make amend or rescind any Regulations which will facilitate the objects of the Trust.

### **MEETINGS**

10 Meetings of the Council shall be held at such times and places as the Council may from time to time decide, but must be held at least twice in each year. Four persons personally present shall form a quorum at Council meetings.

A resolution in writing signed by not less than two-thirds of the members of the Council shall be as valid and as effectual as if it had been passed at a duly convened meeting of the Council and a meeting by telephone conference call (or equivalent using computers) shall be as valid as a meeting where members are personally present.

### **HONORARY PATRON AND VICE-PATRONS**

11 The Annual General Meeting may elect a Patron and Vice-Patrons who shall not be members of the Council. Any member of the Trust, other than a Life Member, may submit a nomination for Patron or Vice-Patron to the Council which shall consider such nomination and bring down a recommendation to the Annual General Meeting.

### **ANNUAL GENERAL MEETING**

12 The Annual General Meeting of the Trust shall be held in June of each year or as close thereto as reasonably practicable at which the Annual Report and Accounts shall be presented. A quorum shall consist of seven members. The meeting may take place by telephone conference call (or equivalent using computers). The business of the Annual General Meeting shall be:

- (1) To receive, consider, and, if thought fit, to approve the Annual Report and Accounts.
- (2) To appoint a President, Vice-President, Secretary, Treasurer and Councillors.

- (3) To transact any business of which due notice has been given.  
(4) To consider and decide any other matter which may properly be brought before an Annual General Meeting.

### **NOTICES OF MEETING**

13 Written notice of the Annual General meeting shall be sent to each member of the Trust, together with a copy of the Annual Report and the Accounts at least fourteen clear days before the date of such meeting.

### **SPECIAL GENERAL MEETING**

14 The Council may, whenever it thinks fit, and it shall, upon a requisition made in writing and signed by at least ten Members of the Trust, convene a special general meeting. Any such requisition made by members shall express the objects of the meeting proposed to be called, and shall be deposited with the Secretary. Upon receipt of such requisition, the Council shall forthwith proceed to call a special general meeting, and if it does not convene the same within two calendar months from receipt of such requisition, the requisitors may themselves convene a special general meeting. Written notice of a special general meeting convened in terms of this clause shall be sent to each member of the Trust at least twenty one clear days before the date of such meeting and shall state the time and place for such meeting and set out the objects for which the meeting is called.

### **PROCEDURE AT MEETINGS**

15 The President shall preside and shall have a deliberative and a casting vote at all general special or Council meetings of the Trust. In the absence of the President or Vice-President, a member of the Council elected at the meeting shall preside, and shall exercise the chairman's functions and privileges. The Secretary shall record minutes of all proceedings at any business meetings of the Trust, the Council, or any special sub-committees.

### **VOTING RIGHTS**

16 A member shall not be eligible to vote at any meeting either in person or by proxy unless that member is a financial member of the Trust. A member whose subscription is more than three months in arrears shall not be deemed to be a financial member.

### **VOTING PROCEDURE**

17 Every question at any general meeting shall be determined by a simple majority of the votes cast, and shall be decided upon by a show of hands unless a secret ballot is demanded by any person entitled to vote. Where the election of officers requires a vote, this shall be by secret ballot ([which may include electronic means](#)). The members at a general meeting, and the Council at any other time may determine that a matter be decided by referendum.

### **FINANCE**

18 The Treasurer for the time being duly appointed, shall keep a proper record of the income and expenditure in the necessary books of account. He or she shall be authorised to receive any subscriptions or moneys for the benefit of the Trust, and give valid receipts for the same. All such money received shall be paid into the bank account of the Trust which shall be operated on by cheque signed by the Treasurer and either the President or the Secretary, or such other officer authorised by the Council and endorsed by any one of them. No payments shall be made unless they have been duly sanctioned or passed for payment by the Council, or by a sub-committee comprising members of the Council and duly authorised to make the necessary payments. Such payments to be confirmed by the Council at its next meeting. The financial year shall end on 31st March. The accounts of the Trust shall be available for inspection on demand.

### **ALTERATION TO RULES**

19 No part of this constitution shall be altered or rescinded or a new clause added except at a general meeting of the Trust. Notice of motion to alter rescind or add to the constitution must be given in writing to the Secretary at least two calendar months before the general meeting at which it is to be discussed.

### **COMMON SEAL**

20 The Trust shall have a common seal which shall be securely kept by the Secretary for the time being of the Trust, and shall not be affixed to any deed or document so as to bind the Trust except in pursuance of a resolution of the Council and in the presence of the President, and the Secretary, or two other members of the Council duly authorised so to act by resolution of the Council.

### **FUNDS OF THE TRUST**

21 The funds, income and property of the Trust shall be applied solely towards the promotion of the objects of the Trust, and not directly or indirectly by way of dividend or bonus or otherwise by way of profit to any member of the Trust.

#### **WINDING UP**

22 (1) The Trust may be wound up voluntarily if the Trust at a General Meeting of its members passes a resolution requiring the Trust so 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 days after the date on which the resolution so to be confirmed was passed.

(2) In the event of the winding up or dissolution of the Trust the assets of the Trust shall be distributed to an Institution or Institutions registered as charities in New Zealand such Institution or Institutions to be determined by the members of the Trust at or before the time of dissolution or in default thereof by a Judge of the High Court of New Zealand.

**[Tracked changes shown like this are the changes agreed at AGM June 2022]**