



# **Constitution and Rules**

Of the

**Comte de Paris**

**Descendants Group Incorporated**

The Constitution and Rules  
of  
The Comte de Paris Descendants Group Incorporated

1. NAME

The name of the Group shall be "The Comte de Paris Descendants Group Incorporated"

2. INTERPRETATION

In this constitution, unless stated otherwise –

"Group" means 'The Comte de Paris Descendants Group Incorporated'

"Chairman" means the person elected by the committee to chair meetings

"Executive" means the executive provided for by rule 16.

"Member" means any ordinary member, affiliate member or honorary member of the group as provided by the rules

"Meetings" means any annual general meeting or special general meeting of the group

"Office" means the position of Chairman, Secretary or Treasurer

"Patron" means the person appointed by the executive to hold this position as provided by clause 9.

"Project Committee" means a committee appointed by the executive for a set term to manage or organise a specific activity

"Resolution" means resolution passed at either an annual general meeting or a special general meeting by majority of the members present and voting.

"Secretary" means the person elected by the group as secretary to the group

"Treasurer" means the person elected by the group as treasurer to the group

"Year" means the financial year running from 1 April to 31 March.

"Families" means the families and individuals that arrived in Akaroa on the Comte de Paris on 17 August 1840

3. OBJECTS

The objects of the Group are-

1. To encourage the preservation of the heritage of the families
2. To share knowledge and information
3. To celebrate national days of significance

To promote and enhance public knowledge of the presence and history of the families

To develop and maintain communication and links between family groups

To develop a database and archive of information on Akaroa and its early residents

#### 4. POWERS

The group is given the widest possible powers to do all things which may be necessary in the pursuance of the group objects

1. To acquire by purchase, items required by the group for its own use or for resale.
2. To borrow or raise money by any means and upon such conditions as the group shall deem fit.
3. To assist any charity or charitable purpose by such financial or other means as the group may deem fit
4. To loan monies and/or items to any person, unincorporated body or corporation, whether secured or unsecured and upon such terms as the group may deem fit
5. To employ staff and engage agents and appoint representatives
6. To appoint trustees of all or any of the funds or property of the group and to vest such funds or property in trustees;
7. To engage in prosecution, defence, and otherwise take any legal action or legal proceedings on behalf of the group or any of its affiliated bodies and for that purpose to extend such monies and employ such solicitors, counsel, and other advisers as the group may deem necessary
8. To edit, print, publish, distribute magazines, posters, newspapers, books, pamphlets, and other literature
9. To join and affiliate with any person or their organisation of whatever kind and having similar objects
10. To apply for and acquire any licenses or permits deemed necessary by the group
11. To open and operate trading and savings bank accounts. The signatories of any account shall be: Chairman, Treasurer and Secretary, or provided that any two be absent, the executive may appoint any other member of the executive as a signatory. The signatures of any two signatories shall be sufficient to operate an account
12. To promote branches of the group at such places and localities as may from time to time be decided and to assist such branches either financially or otherwise

#### 5. REGISTERED OFFICE

The registered office of the group shall be at such place or places as the executive may from time to time determine

#### 6. MEMBERSHIP

Descendants of the families and spouses who undertake to conform to the rules of the Group and otherwise comply with its requirements are eligible for membership. Membership is conditional on acceptance by the Executive. Spouses are not eligible to hold an executive office.

#### 7. AFFILIATED MEMBERSHIP

The executive may extend membership to any person with an interest in the objects of the group including descendants of the families of other early settlers in Akaroa. Affiliate Members will not be eligible to hold an executive office.

#### 8. HONORARY MEMBERSHIP

The executive of the Group may from time to time award suitable person(s) Honorary membership of the Group in recognition of services to the Group

#### 9. PATRON

The executive of the Group may from time to time appoint a suitable person to be Patron of the Group

#### 10. REGISTER OF MEMBERS

The secretary shall keep a register of members which shall record the full names and addresses of all members, with the date on which they became a member and the category of their membership.

#### 11. CESSATION OF MEMBERSHIP

Membership will cease or Lapse on the 60th day after the due date, if fees have not been paid.

#### 12. CANCELLATION OF MEMBERSHIP

A member may have their membership revoked by a full meeting of the executive if such action is deemed necessary due to serious misconduct by the member or behaviour that would bring the group into disrepute. Notification of the decision should be given to the member in writing to the members last known address, no later than 14 days after the decision. The member shall be given the right to respond within 10 days of notification

### 13. MEETINGS

1. The Group shall hold an annual general meeting once a year, not later than three months after the end of the financial year, and notice of such annual general meeting shall be given in writing by the secretary to all members at least 14 days prior to the meeting
2. A special general meeting may be called at any time on the decision of a majority of the executive or at the request of 10 members of the Group (in writing stating the purpose for which such a special general meeting is required), to the Secretary. Upon receipt of the request the Secretary shall convene such a special general meeting giving 14 days notice to all members and specifying the intended areas of discussion.
3. At all general meetings or meetings of the executive the chairman shall preside but in the event of the chairman being unable to attend the persons then present shall elect from their number a chairman for that meeting and such chairman whilst so acting shall have all the powers of the chairman
4. Normal rules of meetings are to apply

### 14. VOTING

1. At any meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is requested
2. Unless a poll is so requested, a declaration of the chairman, that a resolution has on the show of hands been carried or carried unanimously or by a particular majority, or lost, shall be conclusive evidence of the vote, without proof of the number or portion of the votes recorded favour of or against a resolution
3. If a poll is requested, it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the result of the meeting at which the poll was requested
4. In the case of an equality of votes whether on a show of hands or a poll, the chairman at the meeting is to refer the matter back to the floor for further discussion until the matter is resolved. If a majority is not obtained then the resolution is lost.
5. Voting is restricted to current Members at any meeting where any proposal that will affect any portion of the constitution has been proposed.

### 15. QUORUM

A quorum is five members of the executive.

## 16. OFFICERS AND EXECUTIVE

1. Officers of the group shall consist of, chairman, secretary and treasurer, to be elected at the annual general meeting by the members.
2. The executive of the group shall consist of the officers of the group plus not less than four other members elected at the Annual General Meeting of the group. The executive shall meet at such times and places as required and shall have a quorum of five. The chairman of the group shall also act as chairman of the executive.
3. The executive committee shall remain based in Canterbury, New Zealand, to maintain our affiliation with the Akaroa Community.

## 17. POWERS OF THE EXECUTIVE

1. With the exception of specific resolutions passed at annual or general meetings of the group, the management of the property and the investments of the funds shall be conducted by the executive
2. The executive may exercise any power vested in the group and may delegate any of its powers to sub-committees or project committees.
3. The executive shall present to the annual general meeting a full report of its activities and business done during its year of office and of any matters of interest or importance to the group which transpired during the period of said report. The treasurer shall present to the annual general meeting financial statements and a balance sheet prepared in accordance with good accounting practice, of the previous financial year of the group.
4. The executive shall have power to appoint and to instruct delegates or representatives to bodies with which the group is affiliated or which have provision for representation of the group at their meetings
5. The executive shall submit the annual financial accounts to the Companies Office at the end of the financial year.

## 18. PECUNIARY GAIN

No member of the group shall receive or obtain any pecuniary gain (except in the form of salary or honoraria) from the property or operations of the group provided that this rule shall not prevent payment of such reasonable expenses or remuneration to members and employees of the group as the executive of the group shall decide and any such income paid shall be reasonable and relative to that which would be paid in the open market value.

## 19. COMMON SEAL

1. The common seal shall be kept by the secretary at the registered office of the group.
2. The common seal shall not be fixed to a document, instrument, deed, writing, paper or other thing unless pursuant to a resolution of the executive and in the presence of two officers who shall sign the said document, instrument, deed, writing, paper, or other thing as witnesses. Each fixture of the common seal shall require a separate motion of the executive.

## 20. ALTERATION OF RULES

The rules of the Group can only be altered by a majority of members at a General Meeting. No additions to, or alteration to, or recession of the rules shall be approved if it affects the Objects of the Group, the Pecuniary Gain clause, or the Winding Up clause.

## 21. SUBSCRIPTIONS AND LEVIES

Subscriptions and/or levies may be imposed on members as and when required by the executive of the group

## 22. WINDING UP

If at a meeting a majority of those present and voting shall resolve that the group shall be wound up, a further special general meeting shall be held not earlier than 30 days after the day of the meeting at which such resolution was passed, to confirm or reject such resolution.

## 22. WINDING UP (Continued)

If the resolution shall be confirmed by a majority of those present and voting at such special general meeting, the group shall be wound up. If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the organisation, or for some other charitable purpose, within New Zealand.

## 23. INDEMNITY

Every officer of the group or servant of the group shall be indemnified out of the funds of the group to pay all costs, losses and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into or act or thing done by them as an officer or servant of the group or in any way discharging his or her duty, including travelling expenses, and reasonable out of pocket expenses.

## 24. INTERPRETATION OF THE CONSTITUTION

A substantial compliance with this constitution whether as to form, time, number, or any other matter in all cases be good and sufficient and no regulation, resolution, decision, election appointment, notice or other matter or thing shall be invalidated by reason only of a failure to comply exactly with these rules.