

CONSTITUTION
OF THE
WAIKATO VHF GROUP INCORPORATED

-- THE RULES --

(These rules rescind all previous rules of the society)

1 NAME

1.1 The name of the society shall be the WAIKATO VHF GROUP INCORPORATED.

2 AFFILIATION

2.1 The Group shall be a Branch of the New Zealand Association of Radio Transmitters Incorporated with all the rights, privileges and obligations of a branch provided for in the NZART Constitution.

3 INTERPRETATION

3.1 In these rules, if not inconsistent with the context, the following is an explanation of the words and abbreviations used:

"Act" means the Incorporated Societies Act 1908 and its subsequent amendments.

"Amateur Radio" has the same meaning as in the Constitution of the New Zealand Association of Radio Transmitters Incorporated.

"AREC" means the Amateur Radio Emergency Communications as defined in the NZART Constitution.

"Casting Vote" means the decisive vote used by the person chairing a meeting if the votes for and against something are equal.

"Committee" means the Group's elected Executive officers plus Committee as defined in these rules.

"Group" means the Waikato VHF Group Incorporated.

"Member" means a member as defined in section 5 of these rules.

"NZART" means the New Zealand Association of Radio Transmitters Incorporated.

"Registrar" means the Registrar of Incorporated Societies.

"VHF" means Very High Frequency, referring generally to radio frequencies above 30 Megahertz (MHz).

4 OBJECTS

4.1 The Objects of the Waikato VHF Group Inc are:

- (a) To support the aims and objects of the NZART,
- (b) To foster and support interest in amateur radio, particularly on frequencies above 30MHz within the greater Waikato and Bay of Plenty regions, and afford members of the Group means of social activity and mutual assistance in radio and related activities,

- (c) To establish and operate amateur radio transmitting and repeater stations under the Radiocommunications Regulations 2001 and succeeding amendments, and to appoint one or more of the Group's members to be trustees for each station,
- (d) To cooperate with local and central government authorities plus other organisations to assist in providing radio communications,
- (e) To lease, rent, buy or sell property for the furtherance of Group activities,
- (f) To buy, hire or otherwise obtain furniture, fittings, equipment and other items for use in connection with the Group's activities,
- (g) To borrow monies for the acquisition of property and equipment to further the Group's objects, in such a manner and upon such security as the members may approve in a general meeting,
- (h) To invest monies in such a manner as the Committee may from time to time determine,
- (i) To do such other things as in the opinion of the Group's members are consistent with these objects.

4.2 Pecuniary gain is not a purpose of the Group.

5 MEMBERSHIP

5.1 Becoming A Member

5.1.1 Any person having an interest in amateur and experimental radio and who agrees with the Group's objects may, subject to the Committee's approval, become a Member of the Group upon application in writing and upon payment of the membership subscription. Membership shall be granted within one of the following:

5.1.1.1 Fully paid up **Transmitting Members** who shall be holders of a current amateur station licence residing in New Zealand and be members of the NZART.

5.1.1.2 Fully paid up **Non-transmitting Members** who shall be persons as in sub-clause 5.1.1.1 but who do not hold a current amateur station licence. They shall have all membership rights except that they shall have no right to:

- (a) hold executive office,
- (b) vote on any resolution to amend these rules,
- (c) vote on any matter affecting Transmitting Member's rights or their special interests,
- (d) vote on any proposal to submit a "Transmitting" remit to the NZART.

5.1.1.3 The Group may admit fully paid up **Associate Members**, persons who reside outside the area specified (in 4.1 b) by the residential qualification as may be decided from time to time by the Annual General Meeting or are not members of NZART. Additionally, any society club or group having similar objects to this Group may affiliate as a body through **Club Membership**. Both these classes of membership shall have no right to vote at a General Meeting and shall not hold any office in the Group.

5.1.1.4 Any two or more members residing permanently at the same address may be admitted jointly as **Family Members** of the Group. Each member of a family membership shall have the same rights as their Transmitting or Non-Transmitting status conveys.

5.1.1.5 In a General Meeting and upon the Committee's recommendation, the Group may appoint **Honorary Members** (whether or not such persons are already Members of the Group) who shall hold office for one year from the date of their appointment without payment of the current year's subscription. Honorary Members shall be designated as "Transmitting" or "Non-Transmitting" and shall have membership rights accordingly.

5.1.1.6 **Life Members** shall be persons who have given valuable and distinguished service to the Group over a lengthy time. They shall be appointed at any general meeting upon the Committee's written recommendation and shall have rights consistent with the class of membership to which they would otherwise belong, but no subscription shall be required from them.

5.1.2 Application for membership shall be made on the form prescribed for this purpose by the Committee. The Committee shall have the right to refuse membership to any person, but shall state their reasons for such rejection in writing.

5.2 Register Of Members

5.2.1 The Group shall maintain a register of its members containing their names, addresses, call signs, NZART affiliation, and the dates at which they became members, and shall upon demand submit a copy to the Registrar in accordance with the Act.

5.2.2 It shall be the responsibility of individual members to keep the Secretary informed of their contact details.

5.3 Subscriptions

5.3.1 Every member (except Honorary and Life Members) shall pay to the Group such annual subscriptions as may from time to time be determined at the Annual General Meeting and apply from the commencement of the next financial year.

5.3.2 The annual subscription for a Family Membership shall not exceed one and a half times that payable by an individual member.

5.3.3 The annual subscription shall fall due on the 1st day of January in each year. Any member whose subscription remains unpaid on that date shall not be entitled to vote, hold office, or enjoy any other privileges of Group membership until their arrears are paid in full.

5.4 Cessation Of Membership

Membership of the Group shall cease upon any of the following events:

5.4.1 If having paid the current year's subscription, any person may by giving written notice to the Secretary resign their membership. The Secretary shall maintain a record of any resignation.

5.4.2 If a Member or Associate fails to pay their annual subscription for three months after it falls due.

5.4.3 Expulsion of a member, according to the following procedure:

5.4.3.1 Any person or organisation may make a complaint to the Executive that the conduct of a member is or has been injurious to the character of the Group. Every such complaint shall be in writing to the Secretary.

5.4.3.2 If the Committee considers that there is sufficient substance in the complaint, it may invite the Member to attend a meeting of the Committee and to offer a written (preferred) and/or oral explanation of the Member's conduct.

5.4.3.3 The Committee shall give the Member at least fourteen (14) days written notice of the meeting. That notice shall:

(a) sufficiently inform the member of the complaint so that they can offer an explanation of their conduct; and

(b) inform the member that if the Committee is not satisfied with the member's explanation that the Committee may expel the member from the Group.

5.4.3.4 If in that meeting the Committee decides to expel the member from the Group, the member shall immediately cease to be a member of the Group.

5.4.3.5 An expelled member may within fourteen (14) days give written notice of appeal to the Secretary. The Secretary shall then call a Special General Meeting to take place within twenty eight (28) days of receipt of that notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member shall be reinstated immediately.

5.4.4 No person who has resigned or been expelled from the Group shall have any right or claim upon any of the assets of the Group, or be entitled to a refund of their subscription or part thereof.

6 MANAGEMENT

6.1 Appointment Of Officers

6.1.1 The Committee elected at each Annual General Meeting to hold office until the conclusion of the ensuing Annual General Meeting shall comprise:

6.1.1.1 Executive Officers being a President, a Vice-President, a Secretary and a Treasurer, (plus an AREC Section Leader if the Group has a section established under section 8.6 of this Constitution).

6.1.1.2 In lieu of a Secretary and a Treasurer, the Club may elect a Secretary-Treasurer to fill both offices, in which case the number of Committee members allowed under sub-clause (6.1.1.3) hereof shall be increased by one.

6.1.1.3 In addition to the Executive Officers, a Committee of not less than two and not more than four members shall be elected, one of whom may be a Non-Transmitting member.

6.1.1.4 Members in any General meeting may elect a Publicity Officer who may be a Non-Transmitting member and may be an additional Committee member if not already elected as such.

6.1.2 Nominations for officers may be made in writing prior to the Annual General meeting, but shall be made and seconded orally at the meeting. Each

nominee shall have been a financial member of NZART and the Group for the immediate past twelve months and shall signify their acceptance before any vote is taken.

- 6.1.3 When equality of voting occurs in a ballot for election of officers, the outcome of that ballot shall be determined by secret ballot among those present.
- 6.1.4 Any elected officer who without explanation acceptable to the Committee is absent from three consecutive meetings of the Committee shall automatically forfeit their position.
- 6.1.5 Any casual vacancy in the position of any Executive officer may be filled at a General meeting. Any casual vacancy in the number of committee members may be filled by an appointment of the Committee which shall be notified to members at the next General meeting following that appointment.

6.2 Procedure Of The Committee

- 6.2.1 Management of the Group's business shall be vested in its Executive Officers and Committee (hereafter referred to jointly as "the Committee"), who may exercise all such powers and do all such things as the Group by its rules or otherwise is authorised to do and are not hereby or by Statute directed or required to be done by the Group in a General meeting but subject nevertheless to the provisions of the Act and of these rules and any regulations not inconsistent with these rules, provided that no such regulations shall invalidate any prior act of the Committee which would have been valid if such regulations had not been made.
- 6.2.2 The Committee shall meet regularly and may make, repeal and amend policies and bylaws it considers necessary or convenient for the proper administration of the Group. Such policies and bylaws and their repeal or amendment shall be binding on all members until otherwise determined by the Committee or Members at a General Meeting.
- 6.2.3 The President, Vice President or Secretary shall call Committee meetings on such notice as they deem fit.
- 6.2.4 Committee meetings may be held in person or by any other means of communicating as decided on by the Executive Officers from time to time.
- 6.2.5 Any member may be present at a Committee meeting, but shall have no right to vote and may take part in discussion only at the invitation of the Chairperson of the meeting.
- 6.2.6 Questions arising at Committee meetings shall be decided by a majority of votes.
- 6.2.7 The Chairperson of the Committee meeting and of any sub-committee shall have a deliberative vote only.
- 6.2.8 The remaining members of the Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed for a quorum, the Committee may act for the purpose of summoning a General meeting of the Group but for no other purpose.
- 6.2.9 All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the same, shall, notwithstanding that it be

afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-committee.

6.3 Powers Of The Committee

- 6.3.1 The Committee shall have control of the funds and assets of the Group and shall have all the administration powers necessary to properly carry out the Objects of the Group in accordance with this Constitution.
- 6.3.2 The Committee may delegate any of its powers to sub-committees consisting of such member or members as it decides. Any such sub-committee shall in exercising those delegated powers conform to any ground rules or instructions imposed on it by the Committee, and shall report to the Committee. The President shall be an ex-officio member of all sub-committees.

6.4 Duties Of The Executive

- 6.4.1 The **PRESIDENT** shall:
 - (a) Oversee the operation of the Group;
 - (b) Ensure that these rules are followed;
 - (c) Convene Meetings;
 - (d) Chair meetings, deciding who may speak and when;
 - (e) Report on the Group's immediate past year to each Annual General Meeting;
 - (f) Advise the Registrar of Incorporated Societies of any rule changes;
- 6.4.2 The **VICE-PRESIDENT** shall:
 - (a) Carry out the President's duties if the President is temporarily unavailable. Under these circumstances, the Vice-President becomes Acting President and while carrying out the President's duties has all the powers vested in the President by these rules;
 - (b) Become the President automatically if after calling nominations for office, no nomination is received for the office of President;
 - (c) Play an active role in the Committee's affairs and assist with their duties.
- 6.4.3 The **SECRETARY** shall:
 - (a) Keep a record of all proceedings of meetings and the attendance of officers and members at such meetings,
 - (b) Keep and maintain a Register of Members,
 - (c) Notify members of all annual and special meetings and Committee members of Committee meetings,
 - (d) Notify each person when elected, of their election to an office,
 - (e) Attend to all correspondence ensuring that it is brought to the attention of the Committee and dealt with accordingly,
 - (f) Ensure that all Group records and property are kept in safe custody,
 - (g) Do such other duties in relation to the affairs of the Group as the Committee or the Chairperson of a meeting may from time to time require.

- 6.4.4 The **TREASURER** shall:
- (a) Receipt, and bank in the name of the Group at a banking institution appointed by the Committee as the Group's bankers, all monies paid to the Group, and ensure investment of any funds surplus to immediate requirements upon such terms as the Committee approves,
 - (b) Disburse the funds of the Group as may be determined by the Committee,
 - (c) Keep the Group's records of Account and prepare the necessary financial accounts and statements,
 - (d) Co-operate with the Group's Accounts Reviewer, and report to the Committee on the state of the Group's financial affairs as required,
 - (e) Ensure all cheques are signed or endorsed in the manner the Committee directs,
 - (f) Do such other duties as the Committee may from time to time require.

6.5 Indemnity Of Officers

- 6.5.1 No officer of the Group shall be liable for the acts, receipts, neglects or defaults of any other officer of the Group or for any loss occasioned by any error of judgement or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same happens through their own wilful default or dishonesty.

6.6 Notices

- 6.6.1 Every notice to be given to any Member pursuant to any of these rules shall be deemed to be sufficiently given to and served on them if posted or delivered to them at their address appearing in the Group's Register of Members. Any notice given or served by post shall be deemed to have been served 72 hours after a properly addressed notice was put in an official postal box. Any notice transmitted electronically shall be deemed to have been delivered unless returned "undeliverable" within 48 hours, in which case that notice shall be posted to that person at the address recorded in the Group's Register of Members.
- 6.6.2 Failure by any Officer of the Group to give notice to any Member as required by this Constitution shall not invalidate any meeting or proceeding, providing that failure was accidental or inadvertent.

7 MEETINGS

7.1 Conduct Of Meetings

- 7.1.1 **General Meetings** of Members shall be called at least three-monthly at a place and time determined by the Committee and advised to Members not less than fourteen (14) days prior to each meeting.
- 7.1.2 The **Annual General Meeting** shall be held by the end of March each year, and members shall be given no fewer than fourteen (14) days prior written notice of the place and time plus agenda for that meeting. The business of the Annual General Meeting shall be to:
- 7.1.2.1 Receive the Group's Annual Report via the President,

- 7.1.2.2 Receive the independently reviewed statements of income and expenditure, and assets and liabilities of the Group for the immediate past financial year,
- 7.1.2.3 Elect its Executive Officers and Committee for the ensuing twelve month period,
- 7.1.2.4 Appoint an Accounts Reviewer (who shall not be a member of the Group's Executive) to carry out the duties set out in clause 8.3 hereof,
- 7.1.2.5 Set subscription rates to apply from the next 1st of January,
- 7.1.2.6 Transact such other business as may have been set out in the notice of meeting.

- 7.1.3 A **Special General Meeting** of members may be convened at any time by the Committee, and shall be convened on the requisition of no fewer than four members of the Committee or no fewer than ten members of the Group. Members shall be given no fewer than fourteen (14) days prior written notice stating the place, time and business to be transacted at such a meeting together with the wording of any proposed motions to give effect to that business. A Special General Meeting shall only consider business related to the reason for which it was called and notified to members.

- 7.1.4 The **chair** at all Group meetings, other than specially appointed sub-committees, shall be occupied by the President, or in the President's absence, by the Vice-President, or in the Vice President's absence, by any financial transmitting member of the Group elected by a majority of the financial members present.
- 7.1.5 A member may be represented at a meeting by a **proxy** appointed by notice in writing to the Secretary and received by the Secretary before the meeting.
- 7.1.6 The Executive and Committee shall at all times be bound by the majority decisions of its members at General Meetings.

7.2 Quorum

- 7.2.1 No business shall be transacted at any meeting unless a quorum is present at the commencement of such business. The quorum shall be:
- 7.2.1.1 At any General Meeting, ten financial members.
- 7.2.1.2 At any Committee Meeting, at least fifty percent of the total number of members appointed to the Committee.
- 7.2.2 Should there be no quorum, the members present shall determine a new date for the meeting.

7.3 Voting

- 7.3.1 Voting at all meetings shall be taken by voice, show of hands, or if requested, by secret ballot. When a secret ballot is requested, the meeting shall appoint two scrutineers, who may or may not be members, to control the ballot, count the votes and report the result.
- 7.3.2 No Member shall be eligible to vote at any meeting unless they are financial, and each Member (including each partner of a family membership) may exercise one vote on each motion.

- 7.3.3 At any meeting not being a Special General Meeting, questions shall be decided by a majority of greater than half of the financial members present and entitled to vote.
- 7.3.4 At Special General Meetings, questions shall be decided by a majority of at least two-thirds of the members present and entitled to vote.
- 7.3.5 The Chairperson shall have a deliberative and a casting vote at a General Meeting on questions other than elections of Officers and Committee members and secret ballots in which cases the Chairperson shall have a deliberative vote only.
- 7.3.6 Members of NZART attached to the Group for voting purposes under the NZART constitution shall be entitled to vote with the branch on NZART business in accordance with the NZART constitution, notwithstanding that they are not members of the Group.

8 OTHER ADMINSTRATIVE MATTERS

8.1 Income, Benefit or Advantage to be Applied to Objects

- 8.1.1 Any income, benefit or advantage shall be applied to objects of the Group.
- 8.1.2 No member shall receive any free disbursement from the Group, whether by way of money, property or otherwise, except through:
 - 8.1.2.1 Providing professional services to the Group rendered in the course of business, charged at no greater rate than current market rates, or
 - 8.1.2.2 Receiving interest on money lent to the Group at no greater than current market rates.
- 8.1.3 Any member acting for the Group with the proper authority who incurs expense on the Group's behalf shall be entitled to reimbursement from the Group's property. They shall be indemnified only to the extent of the Group's property and effects against personal losses except where these occur through their own wilful neglect or default.

8.2 Financial Records And Statements

- 8.2.1 The Group shall keep proper records of account in which shall be recorded full true and complete accounts of its financial affairs, assets, liabilities and transactions.
- 8.2.2 At the close of each financial year, which shall end on the 31st day of December, and at other times as the Committee may require, an income and expenditure account and a statement of assets and liabilities of the Group shall be prepared and shall be examined and reported on by the Group's Accounts Reviewer.
- 8.2.3 The Group shall deliver annually to the Registrar such financial statements and other information in the form and manner required by the Act.

8.3 Accounts Reviewer

- 8.3.1 The Accounts Reviewer shall be supplied with a copy of the Club's accounts and statements, and it shall be their duty to thoroughly examine these with the financial records and vouchers relating thereto and report thereon.

- 8.3.2 If any casual vacancy occurs in the office of the Accounts Reviewer, the Committee shall appoint a replacement Accounts Reviewer to act until the next Annual General Meeting.

8.4 Patron

- 8.4.1 The Group may at any time in a General Meeting appoint a person of standing and good repute (who need not be a member of the Group or of NZART) to be the Group's **Patron**. The office of Patron shall be a post of honour and carry no responsibilities.

8.5 Solicitor

- 8.5.1 The Committee may appoint a Solicitor for the Group.

8.6 Amateur Radio Emergency Communications

- 8.6.1 The Group may establish a section of the AREC in accordance with the provisions of the NZART Constitution.
- 8.6.2 The accounts of any section so established shall be included with the Group accounts and reviewed accordingly.
- 8.6.3 The Club may (subject to the NZART constitution) make bylaws relating to the operation of its section of AREC and defining the relationship between this section and the Group.

8.7 Common Seal

- 8.7.1 The Secretary shall have custody of the Common Seal of the Group which shall be affixed to any instrument only with the authority of a resolution of the Committee and in the presence of a member of the Committee and the Secretary or such other person as the Committee may appoint for that purpose. Those persons shall sign every instrument to which the Seal is so affixed in their presence. Each affixing of the Seal shall be numbered consecutively and the Secretary shall record the number and brief description of the relevant document in a record kept for that purpose.

8.8 Registered Office

- 8.8.1 The Registered Office of the Group shall be at the residence of the Secretary or at such place as the Committee may decide from time to time. Notice of any change of that address shall be given to the Registrar in accordance with the Act.

8.9 Alteration Of Rules

- 8.9.1 Subject to section 21 of the Act, these rules or any of them may be altered added to or rescinded by a resolution in that behalf passed by a majority of not less than two-thirds of the members as, being entitled so to do, vote in person at an Annual or Special General Meeting of which notice specifying the intention to propose the resolution has been duly given.
- 8.9.2 No addition to or alteration of the Payment to Members clause or the Winding Up clause shall be approved without Inland Revenue Department approval.
- 8.9.3 Immediately upon any addition, alteration or revision, the text of the alteration shall be submitted to the Council of NZART for approval, and shall then be presented to the Registrar for registration.

8.10 Cases Not Provided For

- 8.10.1 If any question arises from interpretation of this Constitution or in the event of a case arising for which no provision is made in this Constitution, that question shall be settled by the Committee.
- 8.10.2 Any member who is dissatisfied with any determination of the Committee under clause 8.10.1 may, within such time as NZART Council shall allow, appeal to that Council after giving the NZART Secretary seven clear days notice of his intention to do so. The decision of NZART Council on any appeal shall, saving the rights of any Court of competent jurisdiction, be final and binding on the Group and it's members.

8.11 Winding Up

- 8.11.1 The Group may be wound up voluntarily if a Special General Meeting of its members passes a resolution requiring the Group to be wound up and that resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.
- 8.11.2 If any property or assets remain after winding up or dissolution of the Group, and after settlement of all costs, debts, and liabilities, these shall not be paid to or distributed among members of the Group but shall be given or transferred to the NZAKI or any Branch thereof as resolved at the final Special General Meeting called for winding up the Group.

- END OF CONSTITUTION -

Signed by (Revision Sub Committee):

 G W Petrie
Secretary Waikato VHF Group Incorporated

 I W Brown
Treasurer Waikato VHF Group Incorporated

 N M Ellis
Committee Member Waikato VHF Group Incorporated

Date: 25-4-2010

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