

**Constitution (August 2020) of the
Auckland Branch of the New Zealand Association of Radio Transmitters Incorporated**

Client 222330 originally Incorporated 14th January 1976

1. NAME:

The name of the Society shall be the "Auckland Branch of the New Zealand Association of Radio Transmitters Incorporated" (hereinafter called 'the Branch').

2. OBJECTS:

The objects of the Branch shall be:

- a) To further the objects of The New Zealand Association of Radio Transmitters Incorporated, an Incorporated Society under the Incorporated Societies Act 1908, and the objects set forth in the Constitution of the Association shall subject to Part 7 thereof be deemed to be also objects of the Branch.
- b) To establish and operate an amateur transmitting station under the **Radiocommunications** Regulations 2001 and to appoint one or more of its members to be trustees for the station.
- c) To foster an interest in the various branches of electronics among the people of Auckland and to co-operate with the Auckland City Council in the operation of the Civil Emergency Act 2002.

3. MEMBERSHIP:

The following persons shall be members of the Branch

- a) All persons having a bona fide interest in amateur radio and electronics who are admitted to membership by the Branch Committee.
- b) All persons being members of the New Zealand Association of Radio Transmitters Incorporated who are assigned by the Association as members of the Branch for voting purposes only.

PROVIDED that

- (1) no person who is a licensed amateur but who is not a member of the Association shall in any circumstances be admitted to membership of the Branch
- (2) Any member whose subscription is three months in arrears shall be deemed to be unfinancial and shall not be entitled to vote or enjoy any other privileges of membership, but any member of the Branch who is also a member of the Association shall not be deleted from the list of Branch members unless he ceases to be also a member of the Association.
- (3) A member of the Branch who is not a member of the Association may be deleted from the Registrar of Members upon becoming unfinancial provided that the committee shall have given the member at least fourteen days written notice (in the manner specified in Clause 14 hereof) of its intention to do so and the outstanding subscription shall not have been paid within that time.
- (4) Nothing in this Clause shall restrict the right of a member of the Association to vote with the Branch on Association matters.

/c) All persons

- c) All persons who reside overseas and who do not hold a New Zealand issued General Amateur Operator Certificate and who wish to listen to and operate the receiver functions of the Remotely Controlled Station that is located at the Clubrooms in Auckland, may be admitted to non-transmitting membership by the Branch Committee. Such Members will not have voting rights.

4. PATRON, HONORARY LIFE MEMBERS AND HONORARY MEMBERS:

- a) The Branch may at any time in General Meeting appoint a person of standing and repute (who need not be a member of the Branch or of the Association) to be the Patron of the Branch. The office of Patron shall be a post of Honour only, and shall carry no executive responsibilities.
- b) The Branch may at any time in General Meeting upon the written recommendation of the committee appoint any Member of the Association to be an Honorary Life Member of the Branch. Honorary Life Members have all the privileges of the class of Membership to which they would otherwise belong, but pay no subscription.
- c) The Branch may at any time in General Meeting upon the recommendation of the committee appoint Honorary members (whether or not such persons are already members of the Branch or of the Association) who shall hold office for a period of one year from the date of their appointment. Honorary Membership may be held by any member in addition to his ordinary membership, but Honorary members (unless they are also ordinary members) shall have no right to vote and shall not be eligible to become officers of the Branch. An Honorary Member (whether or not also an ordinary member) shall not be required to pay a subscription.

5 OFFICERS AND COMMITTEE:

- a) The officers of the Branch shall consist of the President, Vice President, Immediate Past President, Secretary and Treasurer, provided that each officer shall have been a financial member of the Branch for at least the last twelve months. The Committee shall consist of the officers and in addition not less than three or more than five members. Except for the Immediate Past President, these persons shall be elected at the Annual General Meeting of the Branch and shall hold office until the conclusion of the following Annual General Meeting of the Branch.
- b) In lieu of a Secretary and Treasurer, the Branch may elect a Secretary-Treasurer to fill both offices in which case the number of committee members allowed under sub-clause (1) hereof shall be increased by one.

6 PROCEDURE OF THE COMMITTEE:

- a) The Committee shall meet from time to time on an as required basis and may make repeal and amend such regulations as it may consider necessary or convenient for the proper administration of the Branch which regulations repeals and amendments shall be binding on all members until otherwise determined by the Committee provided that no such
/ regulation shall conflict

regulation shall conflict with this constitution, the Constitution of the Association or the Incorporated Societies Act 1908.

- b) The President, Acting President, or Secretary shall call all Committee meetings on such notice as he deems fit.
- c) A Quorum of the Committee shall be four (4) committee members present in person.
- d) Any motion shall be valid and in full force and effective immediately the result of a vote is declared.
- e) Any member of the Branch may be present at a committee meeting but shall have no right to vote thereat and may take part in discussion only at the invitation of the Chairman of the meeting.
- f) Save as is expressly provided herein, the committee shall determine its own Rules of Procedure, for the conduct of its meetings.

7 POWERS OF THE COMMITTEE:

- a) The committee shall have control of the funds and assets of the Branch and shall have all administrative powers necessary for properly carrying out the objects of the Branch in accordance with this Constitution.
- b) Without restricting sub paragraph (1), the Committee shall have the following additional powers.
 - (1) Generally to purchase take on lease or exchange hire or otherwise acquire any real and personal property and any rights and privileges which the Committee may think necessary for the purpose of any of the objects of the Branch in particular the committee may acquire any land, buildings, easements, machinery, equipment, or motor vehicles.
 - (2) To construct maintain alter or dismantle any buildings or works necessary or convenient for the purposes of the Branch.
 - (3) To invest any funds of the Branch not immediately required upon any investments authorised by the law of the Dominion of New Zealand for the investment of trust moneys.
 - (4) To sell, improve, manage, develop, exchange, lease, dispose of or otherwise deal with all of any part of branch property.
 - (5) To borrow or raise money by overdraft from any bank or in such manner as may be thought fit and to secure the repayment thereof and in particular by the issue of debentures or by mortgage or charge or lien upon the whole or any part of the Branch property or assets both present and future provided always that no such debentures mortgages charge or lien shall be made or given without the prior consent of the members in General Meeting but no lender having dealings with the Branch shall be concerned to see or enquire whether any such consent has in fact been given.
 - (6) The Banking of the Branch shall be with such Banking concern as may from time to time be directed by the Committee.

/ (7) All moneys

- (7) All moneys received by or on behalf of the Branch shall be paid into an account or accounts and cheques bills and withdrawal forms drawn on such account shall be signed by two committee members nominated for that purpose from time to time by the committee and no moneys owing by the Branch shall be paid out or any other payments made except with the authority of a resolution of the Committee.
 - (8) To engage remunerate and dismiss salaried officers and servants whenever this may seem expedient.
- c) Notwithstanding the foregoing the committee shall not dispose of property in excess of the value of Three Hundred Dollars or incur expenditure in excess of the sum of Three Hundred Dollars without the approval of the Branch in General Meeting.

8 **ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

- a) The Annual general Meeting shall be called by the Secretary to be held during the month of December each year. The notice of meeting shall be in the hands of members fourteen clear days before the appointed date. The agenda for the meeting shall be set out in the notice convening the meeting and shall include so far as is practical notices of any motions to be considered at the meeting and shall be included with the notice of meeting.
- b) The Annual General shall after hearing the recommendation from the committee fix the subscription for the following year and different rates of subscription may be fixed by the meeting for different categories of members.
- c) A special General Meeting may be called by the Committee at any time. Notices of such meeting shall be in the hands of members fourteen clear days before the appointed date and be accompanied by an agenda of such meeting.
- d) Special General Meetings shall be called by the president, Acting president or Secretary within thirty one days of receipt of a written petition signed by not less than five financial members calling for said meeting and setting out in writing the motions for the said meeting to consider. Notice of such a meeting shall be given to members fourteen clear days before the appointed date accompanied by an agenda of such meeting.
- e) A Quorum at the Annual General Meeting and at all Special General Meetings shall be not less than seven (7) financial members of the Branch present and voting either in person or by proxy.
- f) The instrument appointing a proxy shall be in writing signed by the appointing member and the proxy must be a financial member of the Branch.
- g) For the proxy to be eligible to vote at any meeting the proxy instrument must be deposited with the Chair or Secretary of the meeting in question before commencement of the business of the meeting and the appointing member must be absent from that meeting.
- h) An instrument appointing a proxy shall be in the following general form or as close thereto as the circumstances permit:

/ 'I (full name

*"I (full name and call-sign if any) being a financial member of Auckland Branch NZART (Incorporated) hereby appoint (name and call-sign if any) or failing him the Chair of the meeting as my proxy to vote for me at the (Annual General or Special General) meeting of the Branch to be held on (date) or any adjournment thereof, either:
For (or Against) the following resolution/s (specify it or them); or
Unless otherwise instructed my proxy may vote as he thinks fit.*

*Dated this day of 20
Signed*

- i) Voting at such meetings shall be by show of hands, voices or by secret Ballot whichever shall be decided by the meeting provided that whenever it is necessary to elect officers of Committee of the Branch the vote shall be conducted by the secret ballot.
- j) Each member may exercise one vote on each motion before such meeting except that in the case of equality of voting the chairman may exercise a casting vote in addition to his deliberative vote.
- k) Except as is otherwise provided in this Constitution a simple majority of members voting shall decide any question.
- l) Any motion shall be valid and of full force and effect immediately the motion be put and the voting recorded.

9 OTHER GENERAL MEETINGS

- a) The committee shall in addition to the Annual General Meeting and any Special General Meetings call monthly general meetings of the branch.
- b) The business to be transacted at monthly general meetings shall be as follows:
 - (1) To receive apologies, to table correspondence and to report to the branch on activities conducted during the previous month.
 - (2) To deal with any branch or association business
 - (3) To make recommendations to the committee for the control and management of the branch.
 - (4) To receive an address or lecture upon a topic of interest to members generally and falling within the objects of the branch.
- c) The Committee may at its discretion dispense with the calling of the monthly general meeting or alternatively direct that the conduct of business be dispensed with at any monthly General meeting but shall ensure before dispensing with business that proper alternative arrangements are made for dealing with urgent or regular Association business and that members of the Branch are kept informed of Association matters and are able to exercise their voting rights as members of the Association.

10 ALTERATION OF RULES

- c) The Constitution of the Club may be altered, rescinded or added to by resolution passed at any Annual or Special General Meeting and then only if the motion to amend rescind or add to the rules is passed with a 3/5ths majority of those present and entitled to vote at the meeting and provided further that notice of the proposed meeting and provided further that notice of the proposed alteration rescission or addition shall have been given in general terms in the notice calling the meeting.
- a) Immediately upon any addition alteration or rescission the text of the alteration shall be submitted to the Council of the Association for approval and shall then be presented to the Registrar of incorporated Societies for registration.

11 SECRETARY'S DUTIES

- a) The Secretary shall conduct the correspondence of the Society and shall keep the records thereof and in addition shall keep full minutes of all committee meetings and General Meetings.
- b) The Secretary shall also keep a Register showing the members for the time being of the Society, whether or not they are financial and whether or not they are members of the Association.

12 TREASURER'S DUTIES

All Bookkeeping and accounting shall be done by the Treasurer of the Society. He shall keep all necessary accounts and books and shall annually produce duly reviewed accounts to the Annual General Meeting.

13 THE SEAL

The Common Seal shall be kept in the custody of the Secretary. It shall not be affixed to documents except with the authority of a resolution of the committee. The seal shall be affixed in the presence of two members of the committee, who shall attest the affixing thereof.

14 SERVICE ON MEMBERS

- a) Any notice which by this constitution or by any regulations made hereunder is required to be served upon a member shall be served by posting the same to his last known place of address or occupation by prepaid post and the same shall be deemed to have been delivered in the ordinary course of post.
- b) Any notices (including notice of meeting) shall be given to members (where such notice is required to be given) by any means of electronic communication known to be used by the member and shall be deemed to have been delivered in the ordinary course of such communication.

/c) No Meeting

- c) No Meeting shall be deemed improperly constituted and no decision reached at any meeting shall be invalid solely on the ground that due to accident or inadvertence the requisite notice has not been given to any member or members unless the meeting itself determines otherwise.

15 REMOVAL OF OFFICERS AND COMMITTEE

- a) Any officer or member of the committee may resign from office or from the committee by giving notice in writing to the Secretary.
- b) A member of the committee can be removed from office by a three fifths majority vote on a resolution at a Special General Meeting provided that notice of the intention to move the Resolution has been given in the Notice calling the meeting. The officer or committee member shall be served with notice of the Resolution in accordance with clause 14 (a) of this constitution and shall have fourteen clear days notice of the meeting.
- c) The officer or committee member shall be given the opportunity to address the meeting or may have read to the meeting a written statement of reasonable length before the vote is taken.
- d) Any vacancy in the officers of Committee between Annual General meetings shall be filled by the committee provided that the committee may call a Special General Meeting to fill the vacancy or may (without any notice) refer the matter to the next monthly meeting of the Branch, whereupon the Branch shall fill the vacancy at the General Meeting.

16 EXPULSION OF MEMBERS

If in the opinion of a majority of the members attending the Annual General Meeting or Special General Meeting, it shall be considered that any member is or has been acting in a manner contrary to the objects standards or interests of the Society then and in such event the Annual General Meeting or Special General Meeting may refer the matter to the Council of the Association for such action as the council thinks fit. The Annual General Meeting shall have power to delegate the aforesaid powers of referral to the Committee and in such event the Committee shall exercise the power of referral on a majority vote.

17 RESIGNATION

- a) A member of the Branch who is not also a member of the Association may resign from membership by giving due notice to the Secretary in writing but shall remain liable for all subscriptions remaining due by him (or her) at the time the resignation takes effect.
- b) A member of the Association shall cease to be a member of the Branch upon being transferred by the General Secretary of the Association to another Branch of the Association provided that the member may signify in writing to the Secretary that notwithstanding such assignment, he wishes to remain a member of the Branch has been assigned by the General Secretary of the Association.

18 ACCOUNT AND REVIEW

The financial year of the Society shall end at the end of the month of November each year. Within one calendar month after the close of each financial year the accounts of the Society shall be balanced and duly reviewed to enable the Annual Report and Balance Sheet to be prepared by the Committee.

19 REVIEWER

A Reviewer for the Branch shall be appointed at each Annual General Meeting. Membership of the Branch shall not disqualify any person from acting as Reviewer.

20. REGISTERED OFFICE

The Registered Office of the Association shall be at an address to be determined from time to time by the Committee.

21 SOLICITOR

A Solicitor for the Branch may be appointed by the committee of the Branch.

22 AMATEUR RADIO EMERGENCY CORPS

- a) The Branch may establish a section of the Amateur Radio Emergency Corps in accordance with the provisions of Part 9 of the Association constitution.
- b) The Accounts of any section so established shall be included with and shall be audited with the Branch accounts.
- c) The Branch may make regulations relating to the operation of its section of the corps and defining the relationship between the Corps and the Branch and providing for one or more members of the Branch Committee to be committee members of the section.

23 CASES NOT PROVIDED FOR

- a) In the event of any question arising out of the interpretation of this Constitution or in the event of a case arising for which no provision is made in this Constitution that question of interpretation or matter for which no provision is made shall be settled by the Branch Committee.
- b) Any member of the Branch who is dissatisfied with any determination of the committee may within such time as council shall allow appeal to the Council of the Association after giving the Secretary seven clear days notice of his intention to do so. The decision of Council on any appeal shall, saving the rights of any Court of competent jurisdiction, be final and binding on the Branch.

24 **DISSOLUTION**

The Branch may be wound up by resolution of a Special General Meeting called together for that purpose of which prior notice has been given at a General Meeting held not later than thirty days prior to the date of the Special General Meeting. At such Special General Meeting specially convened for the purpose of considering the dissolution of the Society and the disposal of the assets thereof a resolution requiring the Branch to be wound up must be passed by a simple majority. At this Special General Meeting the Committee shall be empowered to prescribe the method and disposition of the funds and property of the Branch provided that the assets of the Branch shall not on winding up be paid or distributed amongst the members of the Branch but shall be given or transferred to such other charitable institution or institutions whether in Auckland or elsewhere with objects similar to those of the Branch.

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