

# Constitution of the New Zealand Vintage Radio Society Incorporated

Dated 15 Jan '98

Revised 17 Sept '01

## 1 Definitions:

**Society** means the New Zealand Vintage Radio Society Incorporated

**Members** means paid up financial members of the Society

**Executive or Committee** means the elected executive or committee of the Society

**Foundation Members** means those who attended the inaugural meeting (26 November 1979) to form the Society.

**2 Name:** The name of this Society shall be the "New Zealand Vintage Radio Society Incorporated". It is also commonly known as the "NZVRS".

**3 Objectives:** The Society objectives are:

1. To foster interest in Vintage Radio Collecting including the preservation and restoration of early radio equipment and related items.
2. To document all facets of the history of radio especially in New Zealand.
3. To educate by arranging shows, talks, displays etc and to participate where practical in sharing members' interests through various media.
4. To act as an approachable body, encouraging members in all facets of this hobby.
5. To promote fair trading and an information service for members through a regular newsletter.
6. To accommodate and manage a catalogued library collection of material relevant to the Society.

**4 Finance:** The Society is a non-profit organisation with surplus funds from its operations being invested to make provision for unexpected expenses and possibly to provide its own clubrooms. The Society shall not enter into any commercial activity other than minor purchase and supply (to members) of selected books, components, materials etc.

1. The financial year shall be from 1 January - 31 December.
2. The day to day financial matters of the Society shall be the responsibility of the treasurer.
3. All cheques will require two signatures and all signatories must be committee members {two in addition to the treasurer is usual}.
4. All financial outlays of greater than \$2,000 (two thousand dollars) shall require executive committee approval and be noted in the minute book.
5. All money belonging to the Society, apart from some petty cash, shall be held in approved accounts in the name of the Society.
6. An annual account of the Society's financial affairs will be presented at the Annual General Meeting (AGM).

**5 Powers to raise money:** Should the Society need to raise money for any of its objects, a two thirds majority vote at an AGM or Special General Meeting (SGM) is needed to approve the action. Alternatively a postal ballot of all New Zealand financial members with a simple majority approval vote on a minimum 50% (fifty per cent) return may be used to approve the action.

**6 No Pecuniary Gain for Members:** The assets of the Society shall be used solely to promote the objects of the Society. No portion shall be paid to any member of the Society **except for** the reimbursement of reasonable expenses, or the payment in good faith, for services rendered to the Society by that member.

**7 Membership:** Membership is available to any persons of apparent good repute expressing an interest in Radio Collecting and upon application to the subscription secretary.

Payment of the subscription shall be taken as acceptance of the Society's rules or constitution. The executive of the Society reserves the right to decline any application. Written advice of non-acceptance is to be provided to the applicant as soon as practicable.

**8 Subscription:** The annual subscription rate shall be determined at the AGM of the Society.

The subscription year is the same as the Society's financial year 1 January - 31 December.

Failure by any member to pay their subscriptions by 31st March shall be deemed to be that member's resignation from the Society. Upon joining or re-joining the Society in any year, a full year's subscription rate applies.

**9 Management:** The affairs of the Society shall be managed by the executive committee comprising:

President (or Chairperson), Secretary, Treasurer and from 5 (five) to 7 (seven) committee members.

1. The executive committee shall be elected at the AGM (or SGM in special circumstances).
2. Meetings of the executive committee shall require a quorum of 5 (five) persons, including at least one of the president, secretary or treasurer.
3. Should any committee member(s) vacate or resign their position, those remaining may co-opt members to fill the vacancy to assist with the running of the Society until the next AGM or SGM.
4. The executive committee shall manage the positions of editor, librarian and subscription secretary. These positions may have multiple appointments at the discretion of the executive committee and they may also co-opt members to assist with any activities of the Society.
5. The executive committee may carry out postal ballots (of all or some of its members as it sees fit) to assist decision making.
6. All meeting details (Ordinary, Committee, AGM and SGM) shall be recorded in a minute book.
7. The President (or Chairperson) may exercise a casting vote right to maintain the status quo in cases of a decision impasse.

**10 Control of the common seal of the Society:** The secretary of the Society shall have custody of the common seal of the Society and shall use it only as authorised by these rules and with the approval of the executive committee of the Society.

**11 Annual General Meeting:** The AGM of the Society shall be held annually within 3 months of the end of the Society's financial year. All financial New Zealand resident members of the Society shall be advised (through the Society's newsletter or otherwise) of the date and place of the AGM at least 30 days before the meeting.

The AGM agenda items include:

- a) election of the executive committee
- b) setting of the subscription rate for the following financial year (starting in the next calendar year)
- c) president's report
- d) annual financial accounts balance report
- e) appointment of the financial auditor of the Society's accounts
- f) any special business
- g) any general business

The quorum for an AGM shall be not fewer than 10 (ten) members and voting may be secret or by show of hands depending upon the choice of those present.

{Signed and seconded nominations for President, Secretary and Treasurer close 14 days before the meeting with the present secretary or nominated returning officer. Nominations for the remaining committee may be taken from the floor at the meeting.}

**12 Ordinary Meetings:** There shall be at least 10 (ten) ordinary meetings of the Society each year where all members are invited to participate in the general activities of the Society. The time and place of these ordinary meetings will be listed in the Society's newsletter or Bulletin.

**13 Committee meetings:** The executive may call committee meetings to be held as, where and when it decides during the year to manage the Society's affairs.

**14 Special General Meeting:** A Special General Meeting (SGM) of the Society may be called by any 10 (ten) New Zealand resident and financial members of the Society **provided that:**

1. all financial members of the Society are advised (through the Society newsletter or otherwise) of the date and place of the SGM at least 30 days before the meeting.
2. the purpose and agenda of the meeting is clearly defined and not deviated from.
3. the date of the SGM is not within 3 months of a (possible) AGM as defined in this constitution.

The quorum for an SGM shall be not fewer than 10 (ten) members and voting may be secret or by show of hands depending upon the choice of those present.

**15 Financial Auditor:** The Society shall annually appoint an auditor to inspect the Society's financial records. The financial auditor may be a member but **cannot** have any other duties in the Society nor be on any committee. The auditor has no remuneration for their task. The auditor shall report back in writing to the executive committee before the Society accounts (or balance sheet) are published or circulated beyond the AGM.

**16 Life Members:** The Society may allocate life membership to any member deemed to have demonstrated particularly meritorious service to the Society. Nominations may be made and seconded by any financial members, but must be received by the President (Chairperson) at least 14 days before the AGM. Life members retain full membership privileges in all Society matters, retain their normal voting rights, may stand for election to, or be seconded to any position. There can only be a maximum of **5** (five) life members of the Society at any one time. Life membership can be "resigned" by a member or may be withdrawn at an AGM (or SGM) with a two thirds majority vote of those present.

**17 Withdrawal of Membership (Expulsion):** A member can be expelled from the Society by an AGM (or SGM) resolution passed with a two thirds majority vote of those present. The member named in the resolution is to be informed in writing at least 30 days before the meeting, and then informed of the result in writing, as soon as practicable, after the meeting (even if they were present at that meeting). There is no refund of membership fees and all rights or privileges cease immediately. Once expelled a member cannot rejoin the Society for at least five years.

**18 Code of Ethics:** Society membership may be withdrawn for any act of dishonesty, conduct contrary to the spirit of the Society's constitution or for any act likely to bring the Society into disrepute.

1. No one shall use (or copy) the Society's logo, symbol, official seal, stamp, letterhead or imply the approval of the Society in any advertising, promotional material, correspondence or transaction, without prior authorisation in writing by the Society's committee.
2. The Society is in **no way** financially responsible for any transaction of a member which is not the authorised official business of the Society.
3. No one shall use the Society's databases of membership details (or any other information) for any purpose without prior written authorisation from the Society's Committee.

Members are generally authorised to use the membership contact list only for direct personal contact with other members. Members shall have the option (usually on the subscription renewal form) to have their contact details kept confidential.

**19 Disputes:** The decision of the executive committee of the Society in any matter shall be considered binding and conclusive for each party in that dispute.

**20 Newsletter:** The Society shall strive to produce a regular newsletter (called the NZVRS Bulletin) containing relevant material for the Society. At their discretion, in good faith and without prejudice, the editor(s) may publish extracts of any articles or correspondence, any contributions from members including requests for information, items wanted and/or for sale, etc, while respecting the rules of copyright. Any scale of fees for bulletin advertisements shall be determined by the executive committee.

**21 Library:** The Society shall manage a collection of books and any other material for the purpose of assisting the Society in its objectives. The Society executive shall manage the library collection through the appointment of a librarian.

{Any financial member of the Society may have access to this material through the librarian, however some of the more valuable or less durable material may only be available by photocopy (with an associated fee). Members are encouraged to contribute to the expansion of the library's material - either by donating material directly or loaning for copy processing.}

**22 Changes to this constitution:** Changes to the Society's constitution can only be made at an AGM or SGM where written notice has been sent to all New Zealand resident financial members of the Society at least 30 days before the meeting.

1. The clause(s) concerning winding-up or dissolution of the Society cannot be changed without written legal advice from the NZ Inland Revenue Service or their agent.
2. All changes to the constitution (once passed) shall be advised to each financial member either directly or through the Society's newsletter.
3. A copy of this constitution shall be forwarded to the Registrar of Incorporated Societies within one month of any changes being approved by the Society.

**23 This constitution:** The current copy of this constitution shall be available to all financial members of the Society from the secretary or a nominated contact person. All new members shall be provided with a copy of the constitution on joining the Society.

**24 Winding Up or dissolution of the Society:** If the membership of the Society drops below fifteen (15) persons, or if an AGM or SGM resolves that the Society is to be wound up, then the responsibility of the executive is to organise a reaffirmation meeting (AGM or SGM) with usual notice to all members, at least 3 months but less than 6 months after the initial meeting when the resolution was passed. After the wind up resolution is **reaffirmed** the executive are:

- a) to satisfy all debts and liabilities from the Society's assets,
- b) to elect or appoint two trustees,
- c) to place the balance of the funds into trust for 1 (one) year under control of the trustees.

The trustees must then dispose of any remaining funds or assets (by any apportionment) to any similar bodies, clubs or societies as they may decide - **provided** that none of the funds are transferred to, or distributed among, any members of the Society.

**Special Notes:**

1. Only a simple majority (half the votes plus one) is required to wind up or liquidate the Society.
2. Where there are insufficient financial members to form a quorum at a wind up meeting, those that attend shall act as executors of the Society BUT shall only do so with the guidance of the Registrar of Incorporated Societies or their agent.

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