



NEW ZEALAND ANTARCTIC SOCIETY (Inc.)

CONSTITUTION

(AS RATIFIED AT NZAS ANNUAL GENERAL MEETING 2 NOVEMBER 2008)

This constitution rescinds all previous revisions.

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NAME

The name of the Society shall be the **New Zealand Antarctic Society Incorporated** hereinafter called "the Society".

1. DEFINITIONS

- 1.1. Words importing one gender shall include the other gender.
- 1.2. "Secretary" shall mean National Secretary.
- 1.3. "Treasurer" shall mean National Treasurer.
- 1.4. "Officers" shall mean any Officer of the Society as defined in Clause 11.
- 1.5. "Council" shall mean the Council as defined in Clause 13.1 of this constitution.
- 1.6. "Members" shall mean any person who holds Society Membership as described in Clause 6.
- 1.7. "Subscribers" shall mean any entity that holds a Subscription as described in Clause 8.
- 1.8. "Unfinancial" shall mean any member or subscriber whose subscription is more than six (6) months in arrears, or such other period as may be determined by the Officers from time to time, but not less than three (3) months.

2. OBJECTS

- 2.1. To bring together people interested in Antarctica.
- 2.2. To seek the protection and proper management of the Antarctic environment.
- 2.3. To disseminate knowledge in the fields of all sciences, exploration, discovery, history, heritage and mapping of Antarctica among members and other people.
- 2.4. To promote activities in Antarctica through the Society publication "Antarctic", occasional books, exhibitions, meetings, lectures and use of the media.
- 2.5. To promote New Zealand national interests in Antarctica.

3. OFFICE

- 3.1. The registered office of the Society shall be at such place as decided by the Officers.
- 3.2. The Head Office of the Society shall be at the residence of the Secretary or at such other place as decided by the Officers.

4. NEW ZEALAND BRANCHES

- 4.1. Branches of the Society may be established within New Zealand where, in the opinion of the Officers, sufficient members of the Society exist.
- 4.2. Groups of members wishing to form a new branch shall make application to the Officers and on approval of such application, shall be recognised as a branch of the Society.
- 4.3. Branches shall elect their own chairman, secretary, treasurer and committee and adopt rules, not inconsistent with this constitution, which shall be approved by the Officers.
- 4.4. Members shall be encouraged to belong to their nearest branch.
- 4.5. Branches shall be encouraged to hold regular meetings and submit to the Officers any matters considered suitable for discussion by the Officers or Council.

- 4.6. Branches shall at all times without undue delay, and at least annually, forward minutes of meetings, newsletters, financial statements and any relevant material relating to the management and policy of the Society to the Head Office of the Society.
- 4.7. Branches will be considered inactive when the number of their financial members is less than 20.
- 4.8. All branch financial years shall end on 30 June of each year so as to coincide with the Society's financial year, or at such other date in accordance with Clause 25.

5. OVERSEAS BRANCH

- 5.1. Overseas members and subscribers shall be administered by the Overseas Branch.
- 5.2. The Overseas Branch shall be governed by rules agreed to by Council and shall be administered by the Overseas Branch Officer as defined in Clause 13.1.3.2.
- 5.3. Members of the Overseas Branch shall not be voting members.

6. SOCIETY MEMBERSHIP

- 6.1. Any person is eligible for membership who undertakes to conform to the rules of the Society and shall upon application and payment of the annual subscription fixed for that year, be approved as a member.
- 6.2. Membership of the Society shall be in any one of the following categories:
 - 6.2.1. Adult/Individual Member;
 - 6.2.2. Family Member (includes husband/wife/partner and children under 18 years of age.);
 - 6.2.3. Unwaged Member;
 - 6.2.4. Student Member;
 - 6.2.5. Life Member;
 - 6.2.5.1. On the recommendation of the Council, the Society may, in recognition of outstanding service in Antarctica or in furthering the aims and objects of the Society, elect any member to life membership of the Society at any annual general meeting.
 - 6.2.5.2. A two thirds (2/3) majority of those present and voting shall be necessary for such election.
 - 6.2.5.3. Life members shall be entitled to all the privileges of adult membership.
 - 6.2.5.4. No annual subscription is payable.
 - 6.2.5.5. The total number of life members at any time is not to exceed fifteen (15).
 - 6.2.5.6. Branches may not have separate life members.
 - 6.2.6. Honorary Member.
 - 6.2.6.1. On the recommendation of the Council, any person may be elected an honorary member for one year at any annual general meeting, and shall be entitled to all privileges of membership, with the exception of voting rights.
- 6.3. The Council shall have the power to alter or extend the classes of membership from time to time.
- 6.4. The Council may decline any application for membership.

7. PATRON

- 7.1. A Patron shall be appointed at the Society's Annual General Meeting, and shall be nominated by the Officers.

- 7.2. The Patron shall serve for a term of three years or such shorter period as the person appointed may choose.
- 7.3. A Patron who completes a term of three years may be reappointed for a further term.

8. SUBSCRIBERS

- 8.1. Any entity, including libraries, governments, companies and other institutions may pay an annual, institutional subscription and thereby subscribe to the Society's publication "Antarctic" but may not be a member of the Society.

9. SUBSCRIPTIONS

- 9.1. The annual fee for all members and subscribers shall be decided at each annual general meeting of the Society for the forthcoming financial year.
- 9.2. Any member or subscriber who becomes unfinancial in accordance with clause 1.8 or who fails to pay other monies due may be removed from the register of members and subscribers by Council.
- 9.3. Publications, including "Antarctic" may not be supplied to unfinancial members or subscribers.

10. CESSATION OF MEMBERSHIP

- 10.1. Any member may resign his membership by giving notice in writing to that effect, but such member shall remain liable for all monies owed at the time of resignation.
- 10.2. No proportionate rebates of subscriptions will be permitted.
- 10.3. Council may expel from membership any member who wilfully disobeys any rules, or is guilty of conduct rendering him in their opinion, unfit to be a member of the Society provided that, before making its decision, the Council shall request from the member in writing an explanation of his conduct and shall consider any information the member so provides in explanation. The decision of the Council shall be final.
- 10.4. Every person having ceased to be a member of the Society, whether by resignation, expulsion or death, shall forfeit ipso facto all right or claim upon the Society, which he may have had by reason of his membership.

11. OFFICERS OF THE SOCIETY

- 11.1. The Officers of the Society shall be the President, North Island Vice-President, South Island Vice-President, Secretary and Treasurer and shall be elected each year at the annual general meeting of the Society.
- 11.2. The Officers have the power to act on behalf of the Council and of the Society, except on major policy issues, which shall be referred to the Council.

12. ELECTION OF OFFICERS OF THE SOCIETY

- 12.1. All candidates for election shall be proposed and seconded by financial members of the Society.
- 12.2. Nominations shall be in writing with the written consent of the nominee and shall be in the hands of the Secretary prior to the meeting.
- 12.3. Ballots shall be held to elect all Officers of the Society.
- 12.4. Where no written nominations for office have been received prior to the meeting, nominations may be called from the meeting and a ballot shall then be taken.
- 12.5. In the event of a vacancy during the term of office of one of the Officers of the Society, the remaining Officers may make an interim appoint to fill the vacancy until the next Annual General Meeting of the Society.

13. MANAGEMENT

13.1. Council

The Society shall be managed by a Council comprised of the Officers of the Society as defined in Clause 11 and other members defined as follows:

13.1.1. New Zealand Branch Delegates

Two members from each active New Zealand branch, appointed from time to time by such branch. Each Branch Delegate shall be entitled to vote at Council meetings.

13.1.2. Members Ex Officio

The immediate Past President shall be entitled to attend and speak at Council meetings but shall not be entitled to vote.

13.1.3. Appointed Members

The following Officers may be appointed at each annual general meeting of the Council:

13.1.3.1. Editor

13.1.3.2. Overseas Branch Officer

13.1.3.3. Publications Officer

13.1.3.4. Membership Secretary

13.1.3.5. Website Liaison Officer

13.1.3.6. Other appointments may be made from time to time as required. Appointed members shall be entitled to speak at Council meetings but shall not be entitled to vote.

- 13.2. All Council members, whether elected or appointed shall be financial members of the Society.
- 13.3. The Council shall be entitled to appoint any members or other persons to a sub-committee for any special purpose, when deemed necessary and to disband any such sub-committee when deemed necessary.

14. MEETINGS OF COUNCIL

- 14.1. The annual general meeting of Council shall be held within four (4) months following the end of the financial year.
- 14.2. Failure to meet within this time frame shall not jeopardise the proceedings of the annual general meeting when it does occur.

15. PROCEDURE AT MEETINGS OF COUNCIL

- 15.1. At all Council meetings, the chair shall be taken by the President or his nominee, or if he is not present nor any person so nominated, by a Vice-President, or if all are absent, by a branch delegate chosen by the meeting.
- 15.2. Branch delegates and elected members shall have one vote and, in the case of equality of votes, the Chairman shall have a second or casting vote. Voting may be by voice, but if any person eligible to vote so desires, the Chairman shall call for a division, which shall be indicated by show of hands or, if called for by any member present by secret ballot.
- 15.3. Any resolution, notice of which has been given to all Council members entitled to vote, signed by a majority of those members shall be as valid and effectual as if the same had been passed at a duly constituted meeting of Council.

16. ANNUAL GENERAL MEETING

- 16.1. An annual general meeting shall be held within four (4) months following the end of the financial year.
- 16.2. Failure to meet within this time frame shall not jeopardise the proceedings of the annual general meeting when it does occur.

17. SPECIAL GENERAL MEETINGS

- 17.1. The Council may, at any time, and shall on the requisition in writing by any active New Zealand Branch committee or any ten members of the Society (which requisition shall set out in the form of resolutions the business proposed to be transacted at such meeting) convene a special general meeting for any specific purpose or purposes.
- 17.2. Such meeting shall be held within forty five (45) days after the date of receipt of the requisition by the Secretary, and if the Council does not convene the meeting for a date within that period, the members making the requisition may themselves convene a meeting.
- 17.3. A resolution shall be passed at a special general meeting of the Society by a majority of two-thirds (2/3) of those present in person or by proxy and voting.

18. NOTICE OF MEETING

- 18.1. The Secretary shall, at least one (1) month prior to any annual or special general meeting send to each active New Zealand Branch a notice stating the date, time, venue and business to be transacted. This notice to be sent to all branch members by the Branch Secretary.

19. PROCEDURE AT GENERAL MEETINGS

- 19.1. At all general meetings, the chair shall be taken by the President or his nominee, or if he is not present nor any person so nominated, by a Vice-President or if all are absent, by a member chosen at the meeting.
- 19.2. Voting may be by voice, but if any person eligible to vote so desires, the Chairman shall call for a division which shall be indicated by a show of hands or, if called for by any member present, by a secret ballot.
- 19.3. Each financial member of the Society shall have one vote and in the case of equality of vote the Chairman shall have a second or casting vote.

20. QUORUM

20.1. Council Meeting

The quorum for any meeting of the Council shall be four members eligible to vote and shall include at least one member present from each active New Zealand Branch.

20.2. General and Special Meetings

The quorum required for any general or special meeting shall include at least two (2) members present from each active New Zealand Branch.

21. PROXIES

21.1. Council Meeting

Any Council member entitled to vote who is not present in person may vote by proxy provided written notice is given to the Chairman prior to the commencement of the meeting.

21.2. General & Special Meetings

Any financial member of the Society who is not present in person may vote by proxy provided written notice is given to the Chairman prior to the commencement of the meeting.

22. ALTERATION OF CONSTITUTION

22.1. Any or all parts of this constitution may be repealed, altered or added to if approval is given by a general meeting of the Society, the notice of which shall have specified the proposed repeal, alteration or addition, which, except in the case of alterations recommended by the Council, shall be in the hands of the Secretary at least thirty five (35) days prior to the said general meeting.

22.2. Notwithstanding Clause 22.1 above, any repeal, alteration or addition to Clause 24.1 or Clause 30.3 which would result in the Society forfeiting its exclusively charitable status for income tax purposes is not permitted.

23. DUTIES OF THE SECRETARY

The Secretary shall:

23.1. Keep and have custody of:

23.1.1. Printed records containing full and correct minutes of all meetings of the Officers, the Council and the Society.

23.1.2. A register showing the names and addresses of all members and their current financial status.

23.2. Keep all entries in such records properly up to date.

23.3. At least one (1) month before any Council meeting, send to each branch Secretary, Council member and other members entitled to attend, a notice stating the date, time, venue and business to be transacted.

23.4. Conduct such correspondence and communications as are necessary for the business of the Society.

23.5. Act as the Overseas Branch Officer in the absence of a specific appointment to that position.

23.6. Undertake any other tasks that the Officers may from time to time direct.

24. DUTIES OF TREASURER

The Treasurer shall:

- 24.1. Ensure that all monies are paid into the Society's bank account and be responsible for receipt and disbursement of all monies for and on account of the Society but shall not, without the consent of the Officers, disburse any amount exceeding such sum as may be decided annually by the Officers, provided that the Society shall be prohibited from making any distribution, whether by money, property or otherwise howsoever, to any proprietor, member or shareholder. For this purpose the Treasurer may keep a bank account(s) in the name of the Society, in a bank approved by the Officers. Such account shall be operated on as from time to time directed by the Officers.
- 24.2. Invest the Society's funds in such a manner as the Officers shall direct and from time to time, realise or dispose of such investments in accordance with such directions.
- 24.3. Present financial statements, which have been reviewed by a Chartered Accountant who is not an office holder of the Society, but who may be a member, to the annual general meeting.
- 24.4. Ensure that such notices and returns as are required are forwarded to the Registrar of Incorporated Societies and the Charities Commission.
- 24.5. Insure all insurable assets of the Society at a satisfactory level as decided by the Officers.
- 24.6. Undertake any other tasks that the Officers may from time to time direct.

25. FINANCIAL YEAR

- 25.1. The financial year of the Society shall end on 30 June in each year, to which date accounts shall be balanced.

26. FINANCIAL STATEMENTS

- 26.1. A statement of income and expenditure and balance sheet shall be prepared and a copy shall be available to all members of the Society.

27. COMMON SEAL

- 27.1. The common seal of the Society shall be kept by the Secretary at the head office of the Society.
- 27.2. The common seal shall not be affixed to any document, instrument, deed, writing, paper or other thing, unless pursuant to a resolution of the Council and in the presence of two members of the Council who shall sign the said document, instrument, deed, writing, paper or other thing as witnesses.
- 27.3. Each fixture of the Common seal shall require a separate motion of the Council.

28. BORROWING POWERS

- 28.1. The Council shall, in accordance with the objects, have the power to borrow such amounts and on such terms as it thinks fit and to give security for the repayment of such sums borrowed and interest thereon, such security as the Council deems necessary provided such action is approved by all branches.

29. BY-LAWS

- 29.1. The Council shall have the power to make by-laws, not inconsistent with this constitution and the Incorporated Societies Act 1908, for the management of the affairs of the Society.

30. WINDING UP

- 30.1. Any resolution to wind up the Society must be passed by a majority of the votes cast by those members present in person or by proxy and voting at a general meeting specially called to consider the matter.
- 30.2. The resolution passed pursuant to Clause 30.1 shall be confirmed by a majority of the votes cast by those members present in person or by proxy and voting at a subsequent general meeting of members called for that purpose and held not earlier than thirty five (35) days after the date on which the resolution so to be confirmed was passed.
- 30.3. Any available funds after settlement of all liabilities shall be vested in such organisations or societies with exclusively charitable status and with objects similar to or in sympathy with those of the Society as may be determined at the subsequent meeting referred to in Clause 30.2.

31. INTERPRETATION

- 31.1. All matters not provided for in this constitution shall be decided by the Council and in the case of dispute as to the interpretation of this constitution, the Council shall be the sole authority and its decision shall be final.
- 31.2. A substantial compliance with this constitution whether as to form, time, number, or any other matter in all cases shall be good and sufficient and no regulation, resolution, decision, election, appointment, notice or any other matter or thing shall be invalidated by reason only of a failure to comply exactly with this constitution.