



CONSTITUTION

(AS RATIFIED AT NZAS ANNUAL GENERAL MEETING 23rd September, 2023)

This constitution rescinds all previous revisions.

1. DEFINITIONS

- 1.1. "Secretary" shall mean National Secretary.
- 1.2. "Treasurer" shall mean National Treasurer.
- 1.3. "Executive Officers" shall mean any Executive Officer elected by the Society as defined in Clauses 9 and 10.
- 1.4. "Council Member" shall mean any Council Member elected by the Society, or appointed by the Executive Officers as defined in Clause 11.
- 1.5. "Council" is defined in Clause 11.
- 1.6. "Member" shall mean any person or entity holding a Society Membership as described in Clause 7.1.
- 1.7. "Affiliate" shall mean any entity holding a non-voting membership, as described in Clause 7.3 and 7.4.
- 1.8. "Unfinancial" shall mean any member or non-voting member whose fees are 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 advocate for the protection of the Antarctic environment.
- 2.2. To raise awareness and disseminate knowledge in all facets of the Antarctic region.
- 2.3. To bring together people interested in the Antarctic region.

3. OFFICE

- 3.1. The Head Office of the Society is c/- International Antarctic Centre, Christchurch, 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 chair, 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, or Council digital file storage.
- 4.7. Branches will be considered inactive when the number of their financial members average less than 10 annually.

- 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 22.

5. ONLINE BRANCH

- 5.1. Overseas members and subscribers shall be administered by the Online Branch.
- 5.2. The Online Branch shall be governed by rules agreed to by Council and shall be administered by the Online Branch Manager as defined in Clause 11.1.3.2.
- 5.3. Members of the Online Branch are voting members.

6. SOCIETY MEMBERSHIP

- 6.1. Any person is eligible to apply for membership.
- 6.2. Upon application and payment of the annual subscription for that fixed year, every applicant for membership shall be accepted unless referred to and declined by the Council.
- 6.3. The Council may decline an application for membership.
 - 6.3.1. If the application is declined the subscription tendered by the applicant shall immediately be refunded.
- 6.4. Any member may resign his membership by giving notice in writing to the National Secretary that effect, but no proportionate rebates of subscriptions will be permitted.
- 6.5. The Council may expel any member from the Society, and prevent them from re-joining the Society except on terms satisfactory to it, if that member:
 - 6.5.1. Breaches this Constitution or any regulations and policies made under it; or
 - 6.5.2. Acts in opposition to the Purpose of the Society (see Section 2); or
 - 6.5.3. Acts in any manner which would make it undesirable in the opinion of the Council that they should continue to be a member.
- 6.6. Before deciding to and expelling a member from the Society the Council must:
 - 6.6.1. Communicate in writing the reason for their concerns and explain that expulsion is being contemplated;
 - 6.6.2. Request that the member explain their conduct to the Council and give the member a reasonable opportunity to do so; and
 - 6.6.3. Consider any information provided by the member before making their decision.
- 6.7. The decision of the Council shall be final.
- 6.8. 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 they may have had by reason of his membership after three months.

MEMBERSHIP CATEGORIES

- 7.1. Membership of the Society shall be in any one of the following categories:
 - 7.1.1. Adult/Individual Member;
 - 7.1.2. Family Member (includes spouse/partner and children under 18 years of age.);
 - 7.1.3. Unwaged/Student Member;
 - 7.1.4. Life Member as defined in Clause 7.9; and
 - 7.1.5. Corporate Member as defined in Clause 7.12.
- 7.2. Members belonging to the categories in 7.1 shall be voting members, provided they are not an unfinancial Member.
- 7.3. Affiliate Members may pay an annual subscription and thereby subscribe to the Society's publication 'Antarctic' but will not have voting rights.
- 7.4. Affiliate Members shall be in any one of the following categories:
 - 7.4.1. Institutions
 - 7.4.2. Schools, and
 - 7.4.3. Honorary Member as defined in Clause 7.11;

- 7.5 The annual fee for all Members, voting or not, shall be decided at each Annual General Meeting of the Society for the forthcoming financial year.
- 7.6 Any Member, voting or not, 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.
- 7.7 Publications, including “Antarctic” may not be supplied to unfinancial Members, voting or not.
- 7.8 The Council shall have the power to alter or extend the categories of membership from time to time.
- 7.9 The Council may, in recognition of outstanding service in Antarctica or in furthering the aims and objects of the Society, appoint any member to life membership of the Society – as per the approved policy and criteria.
- 7.10 Life members shall be entitled to all the privileges of adult membership at no fee.
 - 7.10.1 The total number of life members at any time is not to exceed fifteen (15).
 - 7.10.2 Branches may not have separate life members.
- 7.11 Honorary Member.
 - 7.11.1 On the approval of the Council, any person may be elected an honorary member, as per the criteria for honorary member, for a specified period, and shall be entitled to all privileges of membership, with the exception of voting rights.
- 7.12 Corporate Member.
 - 7.12.1 Corporate Members shall have one vote each.
 - 7.12.2 Corporate Member organisations must have practices that are consistent with the UN principles of responsible investment and must not be inconsistent with the UN Sustainable Development Goals.

8. PATRON

- 8.1. A Patron shall be appointed at the Society’s Annual General Meeting, and shall be nominated by the Officers.
- 8.2. The Patron shall serve for a term of three years or such shorter period as the person appointed may choose.
- 8.3. A Patron who completes a term of three years may be reappointed for - further terms.

9. MANAGEMENT - EXECUTIVE OFFICERS OF THE SOCIETY

- 9.1. The Officers of the Society (referred to as the Executive Officers) shall be the President, North Island Vice-President, South Island Vice-President, Secretary and Treasurer and shall be elected at the Annual General Meeting of the Society.
- 9.2. The term for each of the Executive Officers of the Society, once elected at an AGM, will be for three years.
- 9.3. An Executive Officer who completes a term of three years may be reappointed for a further term.
- 9.4. The maximum term for appointment of an Executive Officer is nine years.
- 9.5. The terms of appointment across the Executive will be staggered so that there is not a complete change of Executive in any one year.
- 9.6. The Executive Officers have the power to act on behalf of the Council and of the Society for the management of the Society, as described in approved policies. Matters not covered by the approved policies shall be referred to the Council.

10. ELECTION OF OFFICERS OF THE SOCIETY

- 10.1 All candidates for election shall be proposed and seconded by financial members of the Society, and voted in at an Annual General Meeting.

- 10.2 Nominations shall be in writing with the written consent of the nominee and shall be in the hands of the Secretary two weeks prior to the Annual General Meeting to be circulated among Members.
- 10.3 Members shall vote individually or via a proxy in physical or online ballots to elect all Officers of the Society, even if these are only one nominee.
- 10.4 In the event of a vacancy 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.

11 GOVERNANCE

11.1 Council

The Society shall be governed by a Council comprised of the Elected Officers of the Society as defined in Clause 10 and appointed Council Members defined as follows:

11.1.1 Branch Delegates

Branches will nominate two delegates, either one of which will attend each Council meeting and shall be entitled to vote.

11.1.2 Members Ex Officio

The immediate Past President shall be entitled to attend Council meetings in the three months after relinquishing the Presidency, but will not be entitled to vote unless requested by the Council.

11.1.3 Appointed Council Members

The following Council Members may be appointed at each Annual General Meeting of the Council:

11.1.3.1 Editor

11.1.3.2 Online Branch Manager

11.1.3.3 Membership Administrator

11.1.3.4 Webmaster

11.1.3.5 Chairs of standing committees

11.1.3.6 Other appointments may be made from time to time as required.

11.1.3.7 Appointed members shall be entitled to vote. As some people undertake more than one role, it will be one-person-one-vote.

- 11.2 All Council Members, whether elected or appointed shall be financial members of the Society, unless they are employed as an Executive Officer of the Society, or offering a professional service pro bono in an Executive Officer or Council role for the Society.
- 11.3 The Council shall be entitled to appoint any members or other persons to a committee (standing) or working party (temporary) for any special purpose, when deemed necessary and to disband any such committee or working party when deemed necessary.

12 PROCEDURE AT MEETINGS OF COUNCIL

- 12.1 At all Council meetings, the chair shall be taken by the President or the Vice-President, or if absent, a branch delegate chosen by the meeting.
- 12.2 Executive Officers and Branch Delegates shall have one vote and, in the case of equality of votes, the Chair shall have a second or casting vote. Voting may be by voice, but if any person eligible to vote so desires, the Chair shall call for a division, which shall be indicated by show of hands or, if called for by any member present by secret ballot.
- 12.3 Any resolution, notice of which has been given to all Council members entitled to vote, signed by a simple majority of those members shall be as valid and effectual as if the same had been passed at a duly constituted meeting of Council.
- 12.4 Meetings shall comply with the approved meeting policy and procedures.
- 12.5 Council members shall observe any agreed code of conduct.

13 ANNUAL GENERAL MEETING

- 13.1 An Annual General Meeting shall be held within three (3) months following the end of the financial year.
- 13.2 Failure to meet within this time frame shall not jeopardise the proceedings of the Annual General Meeting when it does occur.
- 13.3 Voting shall be by simple majority.

14 SPECIAL GENERAL MEETINGS

- 14.1 The Council may, at any time, and shall on the requisition in writing by 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.
- 14.2 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.
- 14.3 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.

15. NOTICE OF MEETING

- 15.1. The Secretary shall, at least one (1) month prior to any annual or special general meeting send to each active member and affiliate a notice stating the date, time, venue and business to be transacted.

16. PROCEDURE AT GENERAL MEETINGS

- 16.1. At all general meetings, the chair shall be taken by the President or by a Vice-President or if all are absent, by a voting Council Member chosen at the meeting.
- 16.2. Voting may be by voice, but if any person eligible to vote so desires, the Chair shall call for a division which shall be indicated by a show of hands or by a ballot.
- 16.3. Each financial member of the Society shall have one vote and in the case of equality of vote the Chair shall have a second or casting vote.

17. QUORUM

- 17.1. Council Meeting
The quorum for any Council meeting shall be four members eligible to vote and shall include at least one appointed delegate from each active Branch. If neither delegate from a Branch can attend, a deputy from that Branch may attend.
- 17.2. General and Special Meetings
The quorum required for any general or special meeting shall include at least two (2) members present from each active Branch.

18. PROXIES

- 18.1. 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 Chair and Secretary prior to the meeting.
- 18.2. 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 Chair and Secretary a minimum of 24 hours prior to the commencement of the meeting.

19. ALTERATION OF CONSTITUTION

- 19.1. 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.
- 19.2. Notwithstanding Clause 19.1, any repeal, alteration or addition which would result in the Society forfeiting its exclusively charitable status for income tax purposes is not permitted.

20. DUTIES OF THE SECRETARY

The Secretary shall:

- 20.1. Keep and have custody of:
 - 20.1.1. Printed records containing full and correct minutes of all meetings of the Officers, the Council and the Society.
 - 20.1.2. A register showing the names and addresses of all members and their current financial status.
- 20.2. Keep all entries in such records properly up to date.
- 20.3. 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, and venue.
- 20.4. At least one (1) week before any Council meeting, send to each branch Secretary, Council member and other members entitled to attend, the agenda outlining the business to be transacted.
- 20.5. Conduct such correspondence and communications as are necessary for the business of the Society.
- 20.6. Act as the Online Branch Officer in the absence of a specific appointment to that position.
- 20.7. Undertake any other tasks that the Officers may from time to time direct.

21. DUTIES OF TREASURER

The Treasurer shall:

- 21.1. 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 to 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.
- 21.2. 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.
- 21.3. Present financial statements to the Annual General Meeting.
- 21.4. Ensure that such notices and returns as are required are forwarded to the Registrar of Incorporated Societies and the Charities Commission to meet reporting deadlines.
- 21.5. Insure all insurable assets of the Society at a satisfactory level as decided by the Officers.
- 21.6. Undertake any other tasks that the Officers may from time to time direct.

22. FINANCIAL YEAR

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

23. FINANCIAL STATEMENTS

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

24. COMMON SEAL

- 24.1. The common seal of the Society shall be kept by the Secretary at the head office of the Society.
- 24.2. 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.
- 24.3 Each fixture of the Common seal shall require a separate motion of the Council.

25. BY-LAWS

- 25.1. 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.

26. WINDING UP

- 26.1. 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.
- 26.2. The resolution passed pursuant to Clause 26.1 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.
- 26.3. 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 26.2.

27. INTERPRETATION

- 27.1. 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.
- 27.2. 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.