

# **Constitution of the New Zealand Vintage Radio Society Incorporated**

Revised 30 Dec 2024

## **1 Definitions:**

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

**“Member”** means current financial member of the Society

**“Executive” or “Committee”** means the elected Executive Committee of the Society

**“Advisory”** a subset of members elected or seconded by the Executive to discuss issues and give opinions or suggestions back to the Executive.

**“AGM or SGM”** means Annual General Meeting or Special General Meeting.

**“Advisement or Communication”** to or from the society may include any reliable type of information transfer where a printed paper copy is able to be made; eg printed paper-based material, electronic file transfer including facsimile, e-mail, text or other means, to the contact information held in the membership database or the Society’s on-line contact details.

**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 Status:** The Society shall be a “not for profit society”, but not a registered charity.

**4 Address:** The Society’s physical and electronic points of contact, will be listed where appropriate as determined by the Executive Committee.

**5 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 and events.
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, including newsletters.
6. To accommodate and manage a catalogued library collection of material relevant to the Society.
7. To support any projects deemed appropriate within these objectives.

**6 Finance:** The Society is a non-profit organisation, with any surplus funds being invested to make provision for unexpected expenses, to provide clubrooms, meeting space, library facilities, and/or any other provisions, facilities or services the Executive shall deem appropriate for its members. The Executive may make donations to subgroups of this society, or assist with other initiatives that fit within its objectives, as it sees fit.

The Society shall not enter into any commercial activity other than minor purchase and supply to its members of selected books, components, materials etc at reasonable cost. It may also charge handling fees or commissions on its sorting of estates, members auction transactions and the like.

1. The financial year shall be from 1 April - 31 March.
2. The day-to-day financial matters of the Society shall be the responsibility of the treasurer.
3. All financial outlays of greater than \$2,000 (two thousand dollars) shall require Executive Committee approval and be noted in the minute book.
4. All money belonging to the Society, apart from some petty cash, shall be held in approved accounts in the name of the Society.
5. An annual account of the Society’s financial affairs will be presented at the Annual General Meeting (AGM).

**7 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 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.

**8 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 as authorised by the Executive Committee.

**9 Membership:** Membership is available to any natural persons of apparent good repute expressing an interest in Vintage Radio upon signed, written application to the society (the membership application form may be found on the Society's website). The Executive reserves the right to decline any application. Written advice of non-acceptance is to be provided to the applicant promptly. Payment of the appropriate fee shall be taken as acceptance of the Society's rules and constitution. The society will maintain a membership database for as long and of such details as required by relevant legislation (currently for 7 years, including former members).

**10 Membership fees:** The annual membership fees shall be determined at the AGM on the recommendation of the treasurer or membership secretary. These may include rejoining discounts, Life and Foundation member rates, new member rates, committee member rates and any others as the Society deems fit to set.

The membership year is a calendar year 1 January - 31 December.

Any member not to have paid their applicable membership dues by 31 March shall be deemed to have resigned from the Society. Upon that person's application to re-join the Society, a full, new membership fee will apply.

**11 Management:** The affairs of the Society shall be managed in accordance of the laws and statutes of New Zealand by an Executive Committee comprising of 5 (five) to 15 (fifteen) members, that includes the President, Secretary and Treasurer.

The Executive Committee may call upon a subset of its members to form an advisory group, to discuss issues and give opinions or suggestions back to the Executive.

The Executive Committee shall be elected at the AGM (or SGM in special circumstances).

1. Meetings of the Executive Committee shall require a quorum of 5 (five) persons, provided that 2 (two) of the president, secretary and/or treasurer are included.
2. Meetings may be held by whatever means the Executive Committee consider appropriate, be that in person, on-line, via interactive transmission or similar.
3. Should any Executive Committee member vacate or resign their position, those remaining may co-opt a member 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, webmaster, membership secretary and any other roles that they deem fit. The appointees may have multiple positions at the discretion of the Executive Committee and they may also co-opt members to assist with any of the activities of the Society.
5. The Executive Committee may survey (including poll or ballot) all or some of its members as it sees fit, to assist in decision making.
6. All meeting details (Ordinary, Advisory, AGM and SGM) shall be recorded in a minute book normally held by the secretary.
7. The President (or nominated Chairperson) may exercise an additional casting vote to maintain the status quo in cases of a decision impasse, even when they have already voted.
8. Where there are matters not expressly covered in this constitution, the Executive Committee has the authority to interpret the matter and give direction as they see fit.
9. Should any Committee member consider there is a conflict of interest in any matter under discussion, this conflict of interest should be promptly and clearly stated to the meeting, recorded in the minutes and the member should refrain from any applicable voting.
10. The Executive Committee should act in the best interests of the society, through reasonable care and diligence, and not incur any obligation on the society that it may not reasonably perform.

**12 Annual General Meeting:** The AGM of the Society shall be held annually within 6 (six) months of the end of the Society's financial year. The Society will inform all financial members of the Society of the date and place of the AGM at least 30 days before the meeting, including having it listed on the website and/or any other placement(s) deemed appropriate.

(The Executive at their discretion, and depending on demand, may arrange for the AGM to be available via on-line video conferencing or similar means. This facility should allow speakers to be reasonably heard by the meeting but is not to be disruptive to the meeting.)

The AGM agenda items include:

- a) Confirmation of the previous AGM (or SGM) meeting minutes
- b) Election of the Executive Committee
- c) Election of any Advisory members as required
- d) President's report
- e) Annual financial accounts balance report
- f) Setting of the membership fees for the following year
- 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 direction of the majority of those present.

{While signed and seconded nominations for President, Secretary and Treasurer close with the secretary before the meeting commences, nominations for other positions may be taken from the floor of the meeting.}

**13 Ordinary Meetings:** When possible there shall be at least 10 (ten) regularly spaced, 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 may be advised via the society's update messages, listed on the Society's website, in newsletters, included in the Bulletin, or elsewhere where the Executive deem appropriate.

**14 Advisory meetings:** The Executive Committee may call advisory meetings to be held how, where and when it decides to discuss the Society's affairs. The appropriate size of the Advisory group will be determined by the Executive Committee relevant to the issues for discussion. Advisory meetings may be convened via any appropriate means where participants can be reasonably heard.

**15 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 upon written request to the secretary and **provided that:**

1. All financial members of the Society are advised 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 unless approved by the Executive Committee.

The quorum for an SGM shall be not fewer than 10 (ten) members. Voting may be by secret ballot or by show of hands depending upon the direction of the majority of those present. (The Executive may at their discretion, and depending on demand, arrange the SGM to be available via on-line video conferencing or similar means.)

**16 Financial Review:** The Executive Committee shall engage an auditor or reviewer to inspect the Society's annual financial records and to report back in writing to the Executive Committee before the Society accounts, report or balance sheet are published, or circulated beyond the AGM. The auditor or reviewer must not be a member of the society.

**17 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 Secretary at least 28 days before the AGM or SGM. 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 may only be a maximum of 5 (five) life members of the Society at any one time.

**18 Foundation Members:** The Society has bestowed Foundation Membership on those members who attended the inaugural meeting (26 November 1979) to form the Society and are still current members. Foundation 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.

**19 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, web presence, transaction, or in any other capacity without prior written authorisation from the Executive Committee.
2. The Society is in **no way** financially responsible for any transaction of its members which are not the authorised official business of the Society, and furthermore it is not responsible for any personal transactions between members.
3. Members are not to unreasonably exploit access to the society's sales items for financial gain or profiteering.
4. No one shall use the Society's membership database (or any other related information) for any purpose without prior written authorisation from the Society's Executive Committee.

Notes:

- a) 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 membership renewal form or by contacting the membership secretary) to have their physical address removed from the membership list.
- b) Members are expected to be respectful of others and to the society. Meetings, although social in nature, may also have a transactional component where good sportsmanship, a reasonable level of courtesy and conviviality should be maintained to effect efficient proceedings.

**20 Disputes:** Any member who feels aggrieved, has a dispute or has reasonable grounds for complaint within the Society should place the matter in writing before the Secretary at their earliest opportunity. The secretary will forward the matter to the Executive for discussion and within 14 days reply to the member with the "proposed process to resolution" or any other outcome.

Disputes must be dealt with in a fair, efficient, and effective manner and in accordance or guidance of relevant legislation or guides and with consideration of natural justice. Matters deemed frivolous or vexatious may be dismissed. In complex matters the process of resolution may be longer, but any final decision of the Executive Committee shall be considered binding and conclusive for each party in that dispute.

**21 Withdrawal of Membership (and Expulsion):**

- a) Any member (of any membership type) can "resign" their membership or part thereof by informing the Membership Secretary in writing.
- b) The Executive Committee has the right to expel a member from the Society after a member is given 30 days' written notice of a "grievance" from the Executive Committee (or more urgently if the matter warrants it) outlining the grievance and/or requesting them to desist or modify their behaviour. Upon subsequent deliberation the Executive may determine there are reasonable grounds (eg lack of engagement or perceived improvement over a reasonable length of time) for membership to be withdrawn (eg for a 1 year period) or the member expelled.
- c) There is no refund of membership fees but all rights or privileges cease immediately. Any debts to the Society remain valid until fully paid. Any material belonging to the Society must be returned.
- d) Once expelled, a member cannot rejoin the Society for at least three years.

**22 Communications & Publications:** The society may from time to time produce any newsletters, pamphlets, calendars, printed or electronic material as it sees fit. This may include an annual newsletter (NZVRS Bulletin) containing material considered appropriate for members. At their discretion, in good faith and without prejudice, the editor(s) may publish extracts of any articles, correspondence or contributions from members or others, while respecting the rules of copyright.

The society shall maintain any on-line presence, interface or facility as it sees fit, and the Executive may appoint appropriate manager(s) for these facilities.

The Society may dispatch newsletters or messages to its members to inform them of recent happenings, upcoming events, or any other items of interest as it sees fit. Communications may be limited to geographic areas of relevance of the information at the Society's discretion.

**23 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. The librarian may forward to the webmaster any material considered appropriate for general access. The repository of any material of the Society may be stored anywhere deemed appropriate by the Society, either digitally or physically.

Any fees for library material access, searching, borrowing, copy or other expense shall be determined by the Executive.

Any financial member of the Society may have access to library material through the librarian where practical, however some of the valuable or less durable material may only be available by photocopy or scan (with an applicable search and copy fee).

Members are encouraged to contribute to the expansion of the library's material specific to New Zealand - either by donating material directly or loaning for copy processing.

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

1. Any clause concerning winding-up or dissolution of the Society cannot be changed without compliance with the relevant legislation and acceptance by the Incorporated Societies Office.
2. All changes to the Constitution (once passed) shall be advised to each financial member either directly or through the Society's newsletters, and updated on the society's website.
3. A copy of the Constitution shall be forwarded to the Registrar of Incorporated Societies within one month of any changes being approved by the Society.

**25 This Constitution:** The current Constitution shall be available to all financial members of the Society from the secretary, the society's website and the Incorporated Societies' website.

**26 Amalgamations:** Nothing in this constitution prevents the society from amalgamating with another incorporated society of similar values and aims. A two thirds majority vote by the NZVRS financial membership is required to approve the action.

**27 Winding Up or dissolution of the Society:** If the membership of the Society drops below ten (10) persons or if an AGM or SGM resolves that the Society is to be wound up, the Executive Committee must organise a reaffirmation meeting (AGM or SGM) with the usual notice to all members, at least 3 months but less than 6 months after the meeting when the initial resolution was passed.

**Note:** Only a simple majority (half the votes plus one) is required to wind up or liquidate the Society. Where there are insufficient financial members to form a quorum at a wind-up meeting, any of those present may act as executors of the Society BUT shall only do so with the guidance of the relevant legislation, the Registrar of Incorporated Societies or their agent.

After the wind-up resolution is **reaffirmed**, the Executive or executors are to:

- a) Elect or appoint two trustees,
- b) Confirm all debts and liabilities have been satisfied

The trustees must then;

- a) Liquidate and distribute any remaining funds or assets to any similar minded not for profit bodies, trusts, foundations, clubs or societies as they may decide, by any apportionment **provided** that none of the funds are transferred to, or distributed among, any members of the Society.
- b) Close any accounts that the Society may have.
- c) Apply to the Registrar of Incorporated Societies to delist the society from the relevant Registry(s).

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