

# The Musick Point Radio Group Incorporated

## -----Constitution 2025-----

### Name

The name of the Club shall be “The Musick Point Radio Group Incorporated”

### **1. Objects**

The objects for which the Club is established are:

- a. To promote an interest in, and further the use of, all aspects of amateur radio.
- b. To provide a means of teaching and experimentation in order to spread knowledge of all areas of amateur radio.
- c. To establish and maintain radio installations in order to provide a service to the amateur community.
- d. To promote and operate such installations as a means of communications in emergency situations, and to actively seek situations whereby such communications can be practised. To be available to any government, local body, or any other legal authority for use in any state of emergency.
- e. To cater for such other activities of the members as from time to time shall be determined.
- f. To raise funds by any legal means to provide plant, buildings, equipment, facilities and amenities for all or any of the foregoing objects.
- g. To acquire, purchase, hold in trust or sell land and building, plant, equipment, apparatus, facilities and amenities for all or any of the objects above set forth.
- h. Deleted. (The South Auckland Repeater Group as a separate entity has long been inactive).
- i. Generally to do all such things as would attain and further the above objectives and promote the social welfare of members and the community.
- j. To actively promote and encourage membership of the New Zealand Association of Radio Transmitters Inc.

### **2. Membership**

- a. Membership of the Club shall be open to all persons having an interest in any of the objectives above set forth and who at the sole discretion of the committee is of good character.
- b. All applicants for membership shall be sponsored by a financial member.
- c. Application for membership shall be made in writing on the prescribed form and forwarded to the Secretary. This shall include consent to the rules of the club. The application shall be subject to approval by the committee at its next meeting and the applicant advised in writing of the committee’s decision. The decision shall be declared at the next meeting.

- d. The Club shall reserve the right to reject any applicant for membership but shall not be required to state their reasons for such rejection. The matter shall be open for discussion but the final decision shall be decided by a majority vote of members present.
- e. The annual fee payable by a member shall be determined at the Annual General Meeting, or at any other meeting on notice of motion.
- f. The Club may at any Annual General Meeting elect one or more honorary members, and may elect any person, patron, and/or honorary vice chairman.
- g. A person joining the Club for the first-time shall be entitled to a reduction in dues on a pro-rata monthly basis for that first year only.
- h. The Club may at its annual general meeting upon the written recommendation of the committee, and by a majority ballot of those present, appoint any member of the club to be a life member of the club. Such life members shall pay no further subscriptions.
- i. The Club may admit to membership members who are not financial members of New Zealand Association of Radio Transmitters (Inc). Those members shall be entitled to attend meetings and enjoy such other rights as the committee may prescribe but who shall have no right to vote on NZART matters or hold office in the Club.

### **3. Cessation of membership**

- a. Any member may cease to be a member on notice in writing to the Secretary and payment of all dues by him or her prior to the date of the receipt by the secretary of such notice.
- b. On non-payment of annual dues. Any member will automatically cease to be a member after failure to pay annual fees for a period of two years. Reinstatement of membership shall be at the sole discretion of the Committee who may or may not require payment of fees in arrears.
- c. The committee may expel suspend or otherwise censure any member for misconduct or actions of a disruptive nature which may bring the Club into disrepute. They shall declare such actions at the next general meeting but will not be obliged to give their reasons therefore.
- d. Cessation of membership however arising shall not relieve any person from any liability incurred prior to ceasing to be a member for whatever reason.

### **4. Alteration of Constitution**

- a. The Constitution of the Club shall not be altered, added to, or rescinded in whole or in part except by a majority of sixty percent (60 %) of the current financial members and life members, who hold a current Amateur Operator's Certificate, present and voting at the Annual General Meeting or at a Special General Meeting; provided that in either case fourteen (14) days' notice shall be given to all financial members with specifications of the proposed alteration.

- b. No addition to or alteration of the objects, personal benefits clause, or the winding-up clause shall be made which affect the not-for-profit status, (if applicable), personal benefit prohibition, or the winding up provisions of the club. The provisions and effect of this clause must not be removed from this document and must be included in any alteration, addition or revision to this Constitution.
- c. Minor or technical amendments to the Constitution may be made in accordance with section 31 of the Incorporated Societies Act 2022 or any Act which replaces it.

## 5. Meetings

- a. An Annual General Meeting shall be held in each consecutive period of 12 months.
- b. The secretary shall on receipt of a request signed by 25% of the financial members or at the direction of the committee from time to time summon a special general meeting for any particular purpose, including any necessary notice of motion. Such special general meeting shall be held not later than 40 days after the receipt by the Secretary of such request or direction.
- c. Special or general meetings may be called by circular, advertisement, or otherwise at the discretion of the committee, but in the case of special general meetings the circular, advertisement, or other means adopted for the calling of the meeting shall be issued to all members at least 14 days prior to the meeting date and shall specify the business to be conducted at the meeting.
- d. The annual general meeting of the club shall receive the report of the committee, the financial statement, elect officers, and appoint an auditor or reviewer for the ensuing year, and generally deal with such matters as may be necessary. No notice of motion shall be required for any matter dealt with at the annual general meeting, unless it is a matter otherwise specifically mentioned in these rules.
- e. A quorum at a general meeting or annual general meeting shall comprise at least SIX (6) financial members, of whom at least TWO (2) are elected officers.
- f. No matter shall be dealt with at a special general meeting unless notice has been given as aforesaid.
- g. The committee may meet together at such time and places as the chairman shall determine.
- h. The secretary shall, on request of any two committee persons, summon a committee meeting within seven days of the date of receipt by them of such request.
- i. A quorum for a committee meeting shall comprise THREE (3) committee members.
- j. The chairman of the club, or in their absence, any person appointed by a majority of the financial members present, shall act as chairman of all meetings and shall have a deliberating or casting vote as well as an ordinary vote.

- k. Meetings using technology: Any one or more members or officers may participate in any meeting of the club and vote on any proposed resolution at a meeting of the club without being physically present. This may occur at meetings by telephone, video conferencing, or other means of electronic communication, but excluding e-mail or other text-based communication, provided that prior notice of the meeting is given to all members and officers and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any member or officer in this manner at a meeting shall constitute the presence of that member or officer at that meeting.

## **6. Voting at Meetings**

- a. Voting at a general or committee meeting shall be by a show of hands or otherwise as the chairman may direct.
- b. Any THREE (3) financial members may demand a poll at a general meeting and any two committee members at a committee meeting.
- c. Every financial member shall have one vote, except that on matters concerning the Constitution of the Club or on matters concerning Club property and/or Club major assets, only those financial members who also hold a current Amateur Operator's Certificate may vote.
- d. Every person voting may be required by the chairman to give their name.
- e. Life Members shall be entitled to attend the same meetings as a current financial member with the same voting rights.
- f. Honorary members shall be entitled to attend all meetings of the club but shall not be able to vote at such meetings.

## **7. Appointment of Officers**

- a. The committee elected at each annual general meeting shall normally comprise at least a chairman, secretary, treasurer, and may include other members as required.
- b. The chairman, secretary, and treasurer, must have been financial members of the Club for the past 12 (twelve) consecutive months prior to election to the position, or be a life member; and at least two of the ordinary committee members must have been financial members of the Club for the past 12 (twelve) consecutive months prior to election. In the absence of candidates that meet these criteria the meeting may appoint officers and committee members that do not qualify only if those nominated receive approval by sixty percent (60%) or more of the financial members and life members who hold a current Amateur Operator's Certificate, and are present and voting at the meeting. All officers of the Club must consent in writing to be an officer and certify that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the society as per section 47 (3) of the Incorporated Societies Act 2022.
- c. Any committee member who misses three consecutive meetings without reasonable cause in the opinion of the remaining committee members shall cease to be a member of the committee.

- d. At the Annual General meeting the Club shall appoint an auditor or reviewer for the ensuing year and may from time to time appoint an honorary solicitor.
- e. Such elected officers and auditor or reviewer shall hold office until the next Annual General meeting and shall be eligible for re-election thereat.
- f. Any vacancy appearing in the elected officers or office of auditor/reviewer during the year may be filled by appointment of a person or persons by the club, subject to the eligibility criteria in clause 7(b) and such person or persons shall hold office until the next Annual General Meeting or the chairman may call for nominations for such position or positions at any general meeting in which case no notice of motion need be given.
- g. Nominators and seconders must be financial or life members of the club.
- h. Any financial member of the Club, providing they are not a declared bankrupt and who has been a financial member for not less than 12 months, may be nominated and seconded for office at the Annual General Meeting, or in the case of the filling of any vacancy during the year at any General Meeting. Members offering themselves for any of these positions may not nominate themselves but must be nominated and seconded by third parties.
- i. The secretary shall keep proper minutes and a record of all matters and meetings, including a register of members.
- j. Such register of members shall be open for inspection at any time on 14 days' notice to the secretary.
- k. The Secretary, Treasurer, or other nominated person shall act as the contact person for the club and shall forward to the registrar of incorporated societies each year the annual statements or other records as required by relevant legislation or regulation.
- l. In the absence of the Secretary or Treasurer, or their inability to carry out their role, all duties assigned to the Secretary or Treasurer by this Constitution shall be carried out by a person temporarily appointed to the role by the Committee for a defined period, subject to the requirements of clause 7(b). Any such temporary appointment must be notified to the Club at the next General Meeting.
- m. Any person or persons appointed to act as an equipment officer shall keep a proper inventory of all the plant equipment and apparatus of the Club.

#### **8. Common Seal**

- a. The common seal of the Club shall be in the custody of the secretary
- b. The common seal shall be affixed to all documents requiring sealing pursuant to a resolution of the committee and in the presence of the secretary and any two members of the committee.

**9. Control of funds**

- a. The control of funds and financial affairs of the Club shall be the responsibility of the committee.
- b. The incurring or payment of any liability of debt in excess of ten times the current full subscription amount in any one calendar month shall be subject to the overriding control of a General Meeting.
- c. Proper books of accounts shall be kept by the Treasurer, subject to clause 7(k), who shall keep such books up to date and available for inspection at each General Meeting.
- d. All money received by the Club shall be banked in an account with a recognised bank as may from time to time be determined.
- e. All payments, promissory notes and bills of exchange drawn shall normally be authorized by any two of the secretary, treasurer, or chairman and all endorsements may be made by any one of the secretary, treasurer, or chairman.

**10. Borrowing power**

The Club may, with the authority of a resolution of a Special General Meeting, borrow money for the purposes of the Club, and may secure the repayment thereof on all or any of the assets of the Club specified in such a resolution, by way of mortgage or charge thereon otherwise howsoever or upon no security.

**11. No personal benefit and conflict of interest**

- a. No private pecuniary profit of any Member or any person associated with a Member shall be permitted, except that any Member shall be entitled to reimbursement made for reasonable expenses properly incurred on behalf of the club.
- b. No member of the Club or any person associated with a member, shall participate in, or materially influence any decision made by the Club, in respect of the payment to that member or associated person of any income, benefit, or advantage whatsoever.
- c. All members and/or officers must declare any potential or actual conflict of interest as described above. All such conflicts must be recorded in writing with a description of how the conflict was resolved.
- d. Any monies or kind paid to a member of the club, or any person associated with a member, shall be reasonable and relative to that which would be paid in an arm's length transaction being open market value.

**12. Dispute Resolution and complaints**

The committee shall follow the procedures in clauses 2 to 8 of schedule two of the Incorporated Societies Act 2022, or any act which replaces it (attached to this constitution as a schedule) in notifying and resolving all disputes and complaints (as those terms are defined in the Act).

### **13. Indemnity**

The Club shall indemnify its Officers and other officers and employees of the Club against all damages, costs (including legal costs) for which any such Officers, Chairman and other officers and employees of the Club may be or become liable as a result of their acts and omissions in performing their functions connected with the Club, other than any criminal liability or a liability that arises out of a failure to act in good faith and in what the Officers and employees of the Club believe to be the best interests of the Club when acting in that capacity.

### **14. Winding Up**

- (a) The Club may be voluntarily wound up in accordance with the requirements of the Incorporated Societies Act 2022 or any Act which replaces it.
- (b) The Club may be wound up by resolution at a Special General Meeting specially convened for the purpose of considering the dissolution of the Club and the disposal of the assets thereof. At this Special General Meeting the Committee shall be empowered to prescribe the method and disposition of the funds and property of the Club provided that the assets of the Club shall not, on winding up, be paid or distributed amongst members of the Club, but shall be given or transferred to some or other charitable institution or institutions with objects similar to those of the Club.

### **15. Miscellaneous**

- (a) The Club may from time to time, by special resolution, make a levy on its financial members to provide extra funds to carry out the objects of the Club, but so that the total of such levies payable by one person in each financial year shall not exceed one year's membership fee.(b)
- (b) The Club shall not be liable for any damage arising out of any accident happening to any member of the club during the use of the Club's plant, apparatus, equipment, facilities or amenities, or from the occupation of any buildings belonging to the Club, or for the negligence or tort of any member of the Club, whether financial or otherwise.
- (c) The Constitution of the Club shall be available for inspection at all general meetings.

### **16. Interpretation**

In this Constitution, unless the context requires otherwise:

- (a) references to **clauses** are to clauses of this Constitution;
- (b) **derivations** of any defined word or term shall have the corresponding meaning;
- (c) the **headings** to clauses are inserted for convenience only and shall be ignored in interpreting this constitution;
- (d) the word **including** and other similar words do not imply any limitation;
- (e) a **person** includes any individual, company, body corporate, firm, partnership, trust, unincorporated body of persons, or government agency;
- (f) the **plural** includes the **singular** and vice versa; and.
- (g) Where a gender-based term e.g. 'Chairman' has been used in this document, such use shall be held to also include whatever gender a person identifies as.
- (h) **Contact person** shall be the person required by sections 112 to 116 of the Incorporated Societies Act 2022 inclusive, to be the nominated person to communicate with the Registrar.

### **Schedule - Dispute resolution procedures**

This schedule is provided for guidance only. Please refer to the latest version of the Incorporated Societies Act 2022 or any act which replaces it. The latest version of the act can be found at - [legislation.govt.nz](http://legislation.govt.nz).

### **Schedule 2 - Optional dispute resolution procedures**

#### 1. Overview of this schedule

- (1) Section 39 requires the procedures in a society's constitution relating to disputes to be consistent with the rules of natural justice
- (2) A society may choose (but is not required) to include the procedures in the schedule in its constitution.
- (3) The procedures in a society's constitution must be treated as being consistent with the rules of natural justice if those procedures consist of-
  - (a) all of the procedures in the schedule and
  - (b) any additional procedures that are consistent with those procedures.

#### 2. How complaint is made

- (1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that-
  - (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution and
  - (b) sets out the allegation to which the dispute relates and whom the allegation is against ;and
  - (c) sets out any other information reasonably required by the society.
- (2) The society may make a complaint involving an allegation against a member or an officer by giving to the member or an officer a notice in writing that-
  - (a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution and
  - (b) sets out the allegation to which the dispute relates.
- (3) the information given under sub clause 1B or 2B must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable him to prepare a response.
- (4) A complaint may be made in any other reasonable manner permitted by the society's constitution.

3. Person who makes complaint has right to be heard.

- (1) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (2) If the society makes a complaint-
  - (a) the society has a right to be heard before the complaint is resolved or any outcome is determined and
  - (b) an officer may exercise that right on behalf of the society.
- (3) without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if-
  - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one was held), and
  - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing, and
  - (c) an oral hearing (if any) is held before the decision maker, and
  - (d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

4. Person who is subject of complaint, has right to be heard

- (1). this clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)-
  - (a) has engaged in misconduct, or
  - (b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this act, or
  - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is the society, an officer may exercise the right on behalf of the society.
- (4). Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if-
  - (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable respondent to prepare a response, and
  - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held) and
  - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing, and
  - (d) an oral hearing (if any) is held before the decision maker, and
  - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

5. Investigating and determining dispute

1. A society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

6. Society may decide not to proceed further with complaint

Despite clause 5, a society may decide not to proceed further with a complaint if-

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a member or an officer has engaged in material misconduct;
  - (ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this act;
  - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged.
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it ;  
or
- (d) the person who makes the complaint has an insignificant interest in the matter, or
- (e) the conduct, incident, event or issue giving rise to the complaint has already been investigated and dealt with under the constitution, or
- (f) there has been an undue delay in making the complaint.

7. Society may refer complaint

- 1. A society may refer a complaint to-
  - (a) a subcommittee or an external person to investigate in report, or
  - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 2. A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example mediation, facilitation, or a tikanga-based practice).

8. Decision makers

A person may not act as a decision maker in relation to a complaint of two or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be-

- a. impartial or
- b. be able to consider the matter without a predetermined view

This Constitution replaces the previous constitution dated 2013, and has been approved by a majority of members at a Special General Meeting on \_\_\_\_\_