

# **Constitution of The New Zealand Association of Radio Transmitters Incorporated**

## **Summary:**

### **Part 1 – Name and Objects**

- 1.1 Name
- 1.2 Objects
- 1.3 Interpretation

### **Part 2 – Membership of the Association**

- 2.1 Becoming a member of the Association
- 2.2 Admission First as a Provisional Member
- 2.3 Honorary Life Membership
- 2.4 Transmitting Members of the Association
- 2.5 Non-Transmitting Members of the Association
- 2.6 Associate Members
- 2.7 Honorary Members
- 2.8 Obligations of Members
- 2.9 Enrolment in and Transfer within Membership Classes
- 2.10 Cessation of Membership

### **Part 3 – Management and Control of the Association**

- 3.1 Control of the Association
- 3.2 Election to Executive Council and Term of Office
- 3.3 Powers of the Executive Council
- 3.4 Indemnity and Insurance
- 3.5 Meetings of the Executive Council
- 3.6 Quorum at Executive Council Meetings
- 3.7 Resolution in lieu of an Executive Council meeting
- 3.8 Sub-Committees of Executive Council
- 3.9 Vacancies on the Executive Council
- 3.10 Conflict of Interest
- 3.11 Removal of Executive Council Member from Office
- 3.12 Acts of Executive Council Member Valid
- 3.13 The Officers of the Association

### **Part 4 – Finances of the Association**

- 4.1 Banking, Borrowing and Account Signatories
- 4.2 Members' Rights to Reimbursement
- 4.3 Review of the Association Books

## **Part 5 – Meetings of the Association**

- 5.1 Annual General Meeting
- 5.2 Special General Meetings
- 5.3 Attendance at General Meetings
- 5.4 Voting at General Meetings
- 5.5 Quorum at General Meetings
- 5.6 Remits and Setting of Association Policy

## **Part 6 – Branches of the Association and Groups Affiliated to the Association**

- 6.1 Establishment of Branches
- 6.2 Attachment of Members to Branches and Assignment to Electoral Districts
- 6.3 Conduct of Branch Affairs
- 6.4 Affiliation

## **Part 7 – Matters Relating to the Governance of the Association**

- 7.1 Amendments to the Constitution and Majority Required
- 7.2 Minor or technical amendments to Constitution
- 7.3 Exercise of Discretion by Officers
- 7.4 Interpretation and Cases Not Provided For
- 7.5 Regulations or Bylaws

## **Part 8 – Amateur Radio Emergency Communications**

- 8.1 Amateur Radio Emergency Communications

## **Part 9 – Miscellaneous**

- 9.1 Referendum
- 9.2 Notification to Members
- 9.3 Disposal of Assets on Liquidation of the Association

## **Appendices**

### **Schedule A – Election Procedures**

- 1. Returning Officer to Call for Nominations
- 2. Conduct of Ballot
- 3. Declaration of Result
- 4. Positions Not Filled at an Election
- 5. Enquiry following Election

### **Schedule B**

Procedure for Censure of Members or Expulsion from the Association

### **Schedule C**

Dispute Resolution Procedures

### **Schedule D**

Definition of Terms Used in Constitution

## **Part 1 – Name and Objects**

### **1.1 Name**

The name of the society is "The New Zealand Association of Radio Transmitters Incorporated".

### **1.2 Objects**

The objects of the Association are the maintenance and expansion of the Amateur Service in New Zealand by:

- a. encouraging recruits into the Amateur Radio movement,
- b. the provision of guidance and instruction in radio technique and operating,
- c. promoting organising and conducting activities on a national and a local basis to achieve high standards in the skills involved in Amateur Radio,
- d. publishing an Official Journal,
- e. making known the merits of Amateur Radio in the community and nation,
- f. representing the interests of Amateur Radio:
  - i. with the administration responsible for radio spectrum regulation and management in New Zealand, and
  - ii. with other organisations both national and international controlling conditions for Amateur Radio activities,
- g. collaborating with the national amateur radio societies of other countries in the interests of world progress in Amateur Radio,
- h. taking any appropriate actions regarding the international regulation of radio, to safeguard Amateur Radio interests,
- i. organising the provision of emergency and other communication services for search and rescue, civil defence, and other parties as needed,
- j. providing licencing and allied services in cooperation with the administration responsible for radio spectrum management,
- k. taking any other action which in the opinion of the Executive Council is consistent with these objects.

### **1.3 Interpretation**

- a. Expressions used in this constitution have the meaning given to them in Schedule D.

- b. the schedules to this constitution are part of this constitution.

## **Part 2 – Membership of the Association**

### **2.1 Becoming a Member of the Association**

- a. Any person who has a bona fide interest in Amateur Radio may apply to the Executive Council to become a Member of the Association.
- b. A person wishing to become a Member of the Association must make application to the Executive Council through the General Secretary on the form prescribed from time to time by the Executive Council, which form must include a declaration that the applicant will, if accepted for membership, abide by the constitution of the Association. By applying to become a Member of the Association, the person consents to becoming a Member of the Association.
- c. As soon as practicable after receiving an application for membership together with the current subscription (or a pro rata proportion thereof for the balance of the subscription year) the General Secretary must, subject to paragraph 2.2.c below,
  - i. enrol the applicant as a provisional member of the Association in the appropriate class of membership,
  - ii. attach the provisional member to a Branch as provided for in paragraph 6.2 below; and
  - iii. refer the application to the Executive Council for approval.

### **2.2 Admission First as a Provisional Member**

- a. The Executive Council must consider the application for membership at its next meeting, and may either approve or decline the application. If the application is approved, the General Secretary must include the applicant's name in the Register of Members. If the application is declined, the General Secretary must remove the applicant's name from the register of provisional members and advise the applicant promptly that the application has been declined, but need not give any reason.
- b. Pending admission as a Member, a provisional member is entitled to all the privileges of the class of membership to which that provisional member has been admitted except the right to be nominated for or hold an elective office in the Association.
- c. If an applicant for membership has previously been refused membership or has been expelled from the Association, or if the General Secretary believes there is good reason for so doing, the General Secretary must action the application as provided for in paragraph 2.1.c.iii. but without enrolling the applicant as a provisional member, or attaching the member to a Branch as provided for in paragraphs 2.1 c. i. and ii. above.

- d. Following an applicant's enrolment as a provisional member, the Executive Council may at any time prior to the approval of the application direct that the applicant's name be removed from the list of provisional members.

### **2.3 Honorary Life Membership**

- a. Honorary Life Membership is the highest honour that the Association can bestow upon a member. Any member of the Association may be appointed to be an Honorary Life Member by a general meeting upon the recommendation of the Executive Council.
- b. To be eligible to become an Honorary Life Member, the member must have rendered valuable or distinguished service to the Association at national level.
- c. Honorary Life Members have all the privileges of the class of Membership to which they would otherwise belong, but need not pay a membership subscription.

### **2.4 Transmitting Members of the Association**

- a. The primary class of membership is that of Transmitting Member, that is to say, members resident in New Zealand who hold a current Amateur Station Licence. Transmitting Members, including Family Transmitting Members, have full membership rights.
- b. The rights of Transmitting Members, together with any other rights conferred by other parts of this constitution, are as follows:
  - i. to attend without payment any general meetings of the Association,
  - ii. to vote on Association business with the Branch of the Association to which they are attached for voting purposes in terms of paragraph 6.2 below,
  - iii. to introduce for discussion at an annual general meeting of the Association any matter within the objects of the Association,
  - iv. to seek the advice and support of the Association or of the Executive Council on any matter within the objects of the Association,
  - v. to be nominated for and hold an elective office in the Association,
  - vi. to vote in any election, referendum or ballot.

### **2.5 Non-Transmitting Members of the Association**

An applicant for membership who is not qualified to be enrolled as a Transmitting Member may be enrolled as a Non-Transmitting Member, that is to say a member resident in New Zealand who does not hold a current Amateur Station Licence. There shall be two classes of Non-Transmitting member of the Association:

- a. individuals Non-Transmitting Members who have the same rights as Transmitting Members except:
  - i. they have no right to hold or be nominated for any elective office,
  - ii. they have no right to vote on any remit to amend this constitution,
  - iii. except as provided for in paragraph 5.4.b, they have no right to vote at a general meeting or in a referendum on any matter that affects only the rights or special interests of Transmitting Members.
- b. Family Non-Transmitting Members who have no right to vote on any matter or the right to hold or be nominated for any elective office.

## **2.6 Associate Members**

- a. Associate Members are persons who by reason of overseas residence do not qualify as Transmitting or Non-Transmitting Members. Associate Members (whether or not they hold an Amateur Station Licence) have the same membership rights as Non-Transmitting members with the following further exceptions:
  - i. except as provided for in paragraph 5.4 b, they have no vote whatsoever on any matter before a general meeting or in a referendum,
  - ii. they have no right to be notified of any general meeting.
- b. The Executive Council may at its discretion and on conditions as to notification of meetings and participation in postal ballots as it thinks fit permit a person to be a Transmitting or Non-Transmitting member notwithstanding overseas residence. A member granted this permission while resident overseas is not eligible to be or be nominated as a member of the Executive Council.

## **2.7 Honorary Members**

- a. The Executive Council may appoint any person to be an Honorary Member of the Association for a period not exceeding two years. Honorary Members have, for the period of their membership, all the privileges of the class of membership to which they would be entitled to belong to if they were ordinary members but pay no subscription. An honorary member is not eligible in that capacity to be or be nominated for the Executive Council

## **2.8 Obligations of Members**

- a. Members of the Association must:
  - i. be just and faithful to the Association and to other Members,
  - ii. observe the constitution of the Association,

- iii. promote the Association and Amateur Radio, and not suffer the Association or Amateur Radio to be denigrated in any way,
- iv. give their support and loyalty to the Officers of the Association,
- v. be associated with and support a Branch of the Association.

## **2.9 Enrolment in and Transfer within Membership Classes**

- a. Upon admission to membership, the General Secretary must place the Member in the appropriate class of membership, and as the circumstances or qualifications of members change, the General Secretary must transfer a Member from one class of membership to another.
- b. Despite Section 2.10, the membership database is to include membership data for members that have ceased to be a member for at least 7 years, and must also include the reason for membership cessation and date of cessation..
- c. The membership database shall meet the requirements of the Privacy Act 2020 or its successor.

## **2.10 Cessation of Membership**

- a. Any Member may resign from membership at any time by notice in writing addressed to the General Secretary at the business address of the Association.
- b. A Member forfeits membership if the Member remains un-financial in a calendar year for a period beyond 31 March as provided for in the Bylaws or if the Member is expelled from the Association in accordance with the procedures set out in Schedule B to this constitution.
- c. A person ceasing to be a Member of the Association is not entitled to a refund of any subscription paid.

## **Part 3 – Management and Control of the Association**

### **3.1 Control of the Association**

- a. The business of the Association is entrusted to an Executive Council consisting of the following:
  - i. The President.
  - ii. The Vice-President chosen from the six Executive Councillors in accordance with the provisions of the Bylaws.
  - iii. For a period of one year after leaving office as President, the Immediate Past-President (except where the incoming President was, immediately prior to taking office, a member of the

Executive Council, in which case the office of immediate Past-President is not to be filled).

- iv. Six Executive Councillors, two Councillors who reside in the North Island (including surrounding islands), two Councillors who reside in the South Island (including surrounding islands) and two Councillors who may reside in either island.

Where there is no nominated candidate from one or other island, the election will be a first past the post style election for the six Executive Council positions. Any remaining vacancies will be filled in accordance with clause 3.9.e.

If at any time there are insufficient nominated candidates meaning three or fewer of the six Executive Council positions are vacant, the Executive Council has the power to appoint individual/s in order to fill the remaining position/s until the next election.

If at any time there are insufficient nominated candidates meaning more than half of the six Executive Council positions are vacant, another election must be called.

- b. To be clear, a majority of the members of the Executive Council must also be members of the Association who are eligible for election or nomination to the Executive Council in accordance with this constitution.

### **3.2 Election to Executive Council and Term of Office**

- a. Every two years the Executive Council must direct that an election be held for the office of President and for the Executive Council, and must no later than the 1st day of September in the year prior to holding the election appoint a Returning Officer (who is ineligible to be a candidate in the election). The Returning Officer must conduct the election in accordance with the procedure set out in Schedule A to this constitution.
- b. The Executive Council must make provision from the funds of the Association for the conduct of the election for members of the Executive Council and for the expenses of the Returning Officer.
- c. Prior to election or appointment, the members of the Executive Council must consent in writing to becoming a member of the Executive Council and must certify that they are not disqualified from being elected or appointed under this constitution or section 47(3) of the Act.
- d. Upon election (except as provided for in paragraph 5.d. of Schedule A to this constitution), the Executive Council holds office from the conclusion of the annual general meeting immediately following the election until the next Executive Council takes office.



### **3.3 Powers of the Executive Council**

The operation and affairs of the Association must be managed by, or under the direction or supervision of, the Executive Council. The Executive Council has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Association.

### **3.4 Indemnity and Insurance**

- a. The Association may, with the authority of the Executive Council, indemnify or obtain insurance for its officers (including Executive Council members) for:
  - i. liability (other than criminal liability) for a failure to comply with:
    - a) a duty under section 54 to 61 of the Act; or
    - b) any other duty imposed on an officer in their capacity as an officer of the Association; and/or
  - ii. costs incurred by an officer for any claim or proceeding related to a liability under paragraph 3.4.a.i.
- b. To be clear, the Association may not insure or indemnify a person's liability to pay a fine or infringement fee under the Health and Safety at Work Act 2015 in accordance with section 29 of that Act.

### **3.5 Meetings of the Executive Council**

- a. The Executive Council must meet as often as the business of the Association requires.
- b. The Executive Council may meet in person, and in addition to meeting in person, may conduct its affairs by any means of audio or audio and visual communication or by other electronic means by which all members participating can simultaneously hear each other throughout the meeting. A meeting convened and held in this manner is duly convened and held.
- c. A member of the Executive Council who for good reason is unable to take part in the meeting may vote or record views by correspondence or by a suitable electronic medium. A member of the Executive Council voting or recording views in this way is deemed to be present at the meeting for the purpose of paragraph 3.9.a. below.
- d. The President or Acting President (as provided for in the Bylaws) may call a meeting of the Executive Council at any time, and must do so upon the written request of three members of the Executive Council. Any request must be directed to the President and the President must

call the meeting within seven days. The written request must specify the nature of the business to be conducted at the meeting.

- e. The President or Acting President must give notice of the nature of the business to be conducted at the meeting and the time and place of the meeting at least one clear month prior to the meeting of the Executive Council.
- f. The President is ordinarily the Chairperson at Executive Council meetings as provided for in the Bylaws.
- g. Subject to this constitution, each member of the Executive Council shall be entitled to one vote on any matter being voted on by the Executive Council. The Executive Council shall endeavour to reach decisions by a majority of those present and entitled to vote at the meeting. Any person chairing an Executive Council meeting shall have a deliberative and, in the event of a tied vote, a casting vote.

### **3.6 Quorum at Executive Council Meetings**

Four members of the Executive Council present in person or by a suitable audio or audio and visual communication medium as provided for in paragraph 3.5.b. constitute a quorum for the conduct of Executive Council business.

### **3.7 Resolution in Lieu of an Executive Council Meeting**

- a. A resolution in writing (including by way of email) signed or assented to by not less than seventy-five per cent (75%) of the Executive Council members shall be as valid and effectual as if it had been passed at a general meeting of the full Executive Council.
- b. A resolution in writing (including by way of email) signed or assented to by all Executive Council members shall be as valid and effectual as if it had been passed at a special meeting of the full Executive Council.
- c. Any such resolution may consist of several documents (including email messaged assenting to the resolution, scanned copies of signed resolutions and other similar means of communication) each signed or assented to by one or more Executive Council members.

### **3.8 Sub-Committees of Executive Council**

- a. The Executive Council may appoint sub-committees to assist in its work. All sub-committees must contain at least one member of the Executive Council, and in addition (with the exception of a subcommittee appointed in terms of Schedule B, paragraph j. below) the President is an ex-officio member of all sub-committees.
- b. All sub-committees are to report to the Executive Council and must forward a copy of all minutes to the General Secretary, the President and to Executive Council members.

### **3.9 Vacancies on the Executive Council**

- a. Any member of the Executive Council who is absent from three consecutive meetings of the Executive Council without being granted leave of absence is deemed to have resigned, and the General Secretary must forthwith declare a vacancy in the Executive Council.
- b. Leave of absence may be granted by the Executive Council either before or after a proposed absence and in special circumstances after the declaration of a vacancy, in which case the Executive Council member is automatically reinstated. If leave of absence is granted after the declaration of a vacancy, the Executive Council must cause a statement of its reasons for granting leave to be announced to the annual general meeting or in the Official Journal, whichever is first practicable.
- c. Where a vacancy is declared under paragraph 3.9.a., the Executive Council member who has vacated office is ineligible for reappointment. (unless leave of absence is subsequently granted) before the next Executive Council takes office.
- d. A member of the Executive Council is deemed to have vacated office on the happening of any of the following events:
  - i. upon death or resignation,
  - ii. upon being removed from office by a general meeting as provided for in paragraph 3.11 below,
  - iii. upon being absent from three meetings of the Executive Council in terms of paragraph 3.9.a. without leave of absence,
  - iv. if the Executive Council member leaves New Zealand permanently or for an indefinite period,
  - v. if the Vice-President becomes President whereupon the Vice-President's place on the Executive Council becomes vacant,
  - vi. if the Executive Council member becomes disqualified from being an officer of a society under section 47(3) of the Act.
- e. Any vacancy so created is a casual vacancy and the position is to be filled by the unsuccessful candidate from the election immediately prior, with the next highest votes. If the candidate is unable to take up office, the next unsuccessful candidate shall be offered the role. Where no candidates are available to take the position, a member eligible for the office may be appointed to fill the position until the next Executive Council takes office. Any executive position not filled at an election, is deemed a casual vacancy under this clause.

- f. For the avoidance of doubt, if a councillor relocates residence to the other island, they may continue to serve their term.

### **3.10 Conflict of Interest**

Where fifty per cent (50%) or more of the Executive Council members are prevented from voting on a matter because they are interested in the matter, the remaining Executive Council members may vote on the matter according to the procedure set out in paragraph 3.5. Where only one Executive Council member remains, another meeting of the Executive Council must be called to determine the matter.

### **3.11 Removal of Executive Council Member from Office**

- a. A member of the Executive Council may be removed from office only by a two-thirds vote of a general meeting of the Association. If the Executive Council receives a requisition for a special general meeting for the purpose of removing an Executive Council member within six months of the day upon which an annual general meeting is due, the Executive Council may decline to call that special general meeting.
- b. In voting whether or not to call a special general meeting requisitioned for in terms of this clause, any member of the Executive Council, whose position would be affected by the proposed motion, is not entitled to vote nor is that member of the Executive Council to be included in a quorum.
- c. Before voting whether or not to remove a member of the Executive Council, the general meeting must give the Executive Council member an opportunity to be heard, and otherwise observe the rules of natural justice.

### **3.12 Acts of Executive Council Member Valid**

The acts of a person as a member of the Executive Council are valid, even though:

- a. The person's appointment was defective, or
- b. The person is not qualified for appointment.

### **3.13 Special Duties of the General Secretary**

Along with the role description set out in the Association's Bylaws, the General Secretary of the Association must:

- a. arrange for minutes to be taken at all Executive Council Meetings and General Meetings, whether personally or by another attendee;
- b. maintain a Register of Members showing the name, phone number, address and email address (if applicable) of each Member and the date upon which they become Members; and

- c. act as a contact person of the Association.

#### **Part 4 – Finances of the Association**

##### **4.1 Banking, Borrowing and Account Signatories**

- a. The banking of the Association must be with the banking concerns from time to time nominated by the Executive Council.
- b. All moneys received by or on behalf of the Association must be paid promptly into an account/s and any electronic transactions drawn on account/s must be approved by any two authorising signatories.
- c. The Executive Council may, with the prior approval of a general meeting, borrow money for the furtherance of the objects of the Association, and may secure repayment of that money by a security over the whole or any part of the Association's property or assets, both present and future, provided that the Executive Council may, for good reason and without the prior approval of a general meeting, approve borrowing on overdraft from the Association bankers a sum not exceeding one-fifth of the Association's subscription income for the then current year.

##### **4.2 Members' Rights to Reimbursement**

- a. Any Member acting for the Association with the proper authority who incurs expense on the Association's behalf is entitled to reimbursement from the Association's property.
  - aa. Any Member acting for the Association with the proper authority is indemnified to the extent of the Association's property and effects against personal liability unless that liability arises through the Member's own wilful act or default.
- b. The Association must not make any distribution, whether by way of money, property or otherwise, to any Member other than a reasonable wage or payment at market rates for goods supplied to or services rendered to the Association.

##### **4.3 Review of the Association Books**

- a. The Association's books of account are to be reviewed each year by a Chartered Accountant who is a member of the Institute of Chartered Accountants Australia New Zealand. The full accounts or an abstract of the accounts together with the audit report is to be published annually in the Official Journal. Where an abstract is published, a full version of the accounts will be made available electronically to any member requesting such.
- b. The annual general meeting must each year, after hearing the recommendation of the Executive Council, appoint a reviewer. The recommendation of the Executive Council is not in any way binding on the meeting.

- c. The Executive Council must approve the remuneration of the reviewer, but may delegate this power of approval to the Treasurer.

## **Part 5 - Meetings of the Association**

### **5.1 Annual General Meeting**

- a. The Association must convene an annual general meeting each year. The annual general meeting must be held during the months May or June at a date and time agreed jointly by the hosts and the Executive Council. The annual general meeting must be held no later than six months after the Association's balance date and no later than fifteen months after the previous annual general meeting.
- b. The General Secretary must give notice of the venue and place for the annual general meeting by publication in the Official Journal at least one clear month prior to the annual general meeting.
- c. If a special or unforeseen circumstance arises, the Executive Council may direct that the annual general meeting for any year be held at a different venue from the venue so chosen, and may also direct that the annual general meeting be held on a different date, provided that in no circumstance is the annual general meeting to be postponed for any period exceeding three months and the period required by the Act. The General Secretary must give notice of any change of venue or time at least one clear month prior to the annual general meeting.
- d. If the Executive Council alters the venue and/or the date of the annual general meeting as provided for above, the General Secretary in addition to giving notice in the Official Journal must –
  - i. advise by registered mail or electronic means any member of the Executive Council who is not present at the meeting which altered the date and/or venue,
  - ii. advise each Branch secretary by registered mail or electronic means,
  - iii. take any other steps as Council directs to ensure that all members of the Association are properly notified of the meeting.
- e. An annual general meeting cannot be impeached or called into question in any way solely because of a failure to give notice in the manner provided for above, provided that the failure is caused by oversight or inadvertence.
- f. At the annual general meeting, the following must be presented:

- i. an annual report on the operations and affairs of the Association during the most recently completed accounting period;
  - ii. the financial statements of the Association for that period; and
  - iii. notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- g. The President is ordinarily the Chairperson at annual general meetings as provided for in the Bylaws.

## **5.2 Special General Meetings**

- a. The Executive Council may at any time call a special general meeting of the Association, whereupon the General Secretary must convene the meeting, or if the General Secretary fails to convene the meeting, any member of the Executive Council may do so by giving notice of the venue and place by notice in the Official Journal of the Association at least one month prior to the date for which the meeting is scheduled.
- b. A special general meeting must be called upon the written requisition of any two hundred Voting Members or upon the written request of any seven Branches, and must be held not earlier than one month and not later than three months after receipt of the requisition. The requisition must state in as precise terms as is practical, the nature of the business to be transacted unless the same is placed on the agenda in advance by Council. All business to be transacted must be stated in the notice calling the meeting.
- c. Notwithstanding the above, the Executive Council may in exceptional circumstances call a special general meeting giving to Voting Members less than one month's notice. If this occurs, instead of giving notice in the manner set out in subparagraph a. of this paragraph, the Executive Council may give directions as to the manner in which notice is to be given to Voting Members but must ensure as a minimum that:
  - i. all Executive Council members must be notified of the meeting whether by registered mail or telephone call or electronic means,
  - ii. that all Branch secretaries must be personally notified of the meeting whether by personal communication, registered mail to their last known official Branch address, by telephone call or by electronic means.
- d. A special general meeting cannot be impeached or called into question in any way solely because of a failure to give notice in the

manner provided for above, provided that the failure is caused by oversight or inadvertence.

- e. A special general meeting called with less than one month's notice has no power to amend this constitution or to make a decision to wind the Association up.
- f. The President is ordinarily the Chairperson at special general meetings in accordance with the Bylaws.

### **5.3 Attendance at General Meetings and Appointment of Branch Delegates**

- a. General meetings of the Association are constituted as follows:
  - i. the Executive Council, the General Secretary and the Treasurer and any additional Officers the Executive Council require to attend,
  - ii. delegates representing each Branch of the Association,
  - iii. individual Voting Members of the Association who wish to be present in person rather than be represented by their Branch delegate or proxy.
- b. Each Branch of the Association must, prior to any general meeting, call a meeting at which all Voting Members of the Association attached to that Branch for voting purposes are entitled to attend. The Branch must at that meeting from among the Voting Members of the Association attached to it for voting purposes, select not more than two delegates to represent the Branch at the general meeting.
- c. A Branch which is unable to be represented by one of its own members may appoint a proxy who must be a Voting Member of the Association. A Branch may also appoint the General Secretary to be a proxy, and the General Secretary may appoint some other person (being a Voting Member of the Association) to represent the Branch at the general meeting.
- d. At the same meeting all remits are to be discussed and voted upon and the delegates, unless given discretion, are charged with casting the Branch vote at the general meeting in proportion to the voting at Branch level or otherwise in accord with the directions of the Branch (whether for, against or abstaining).

### **5.4 Voting at General Meetings**

- a. Voting on any remit or other motion at a general meeting must be conducted in any one or more of the following ways at the discretion of the Chairperson –
  - i. by voice,
  - ii. by show of hands,



- iii. by actual count of votes.
- b. Notwithstanding subparagraph 5.3.d. and subparagraph a. above, the Chairperson at a general meeting has a discretion (where appropriate) to accept votes by acclamation, and to allow a less restrictive voting eligibility on matters that concern only the persons at the meeting, and on matters of routine or minor importance.
- c. In addition to subparagraph 5.4.a. above, votes may be cast by registered mail or by electronic means in the manner required by the Executive Council. Generally votes cast by registered mail must be submitted two weeks prior to the general meeting, but votes cast by electronic means may be submitted one week prior to the general meeting.
- d. At a General Meeting the Chairperson has a deliberative and, in the event of a tied vote, a casting vote.
- e. The declaration of a result by the Chairperson is final and must be accepted by all Voting Members as conclusive of the result of the vote and the fact that it has been passed with any necessary majority, provided that if the result is declared on the basis of a vote by voice or by show of hands, any delegate or Voting Member may before the meeting proceeds to the next business require the vote to be retaken by a actual count of votes.
- f. Unless otherwise specifically required by law or by this constitution a majority of those represented and entitled to vote at any general meeting determines any question.
- g. Branch delegates or proxies when voting on any matter before the general meeting are entitled to exercise one vote for every Voting Member of the Association attached to that Branch for voting purposes by the General Secretary, provided that if any Voting Member of the Branch being present in person indicates to the chairperson prior to the first vote conducted at the meeting, that the Voting Member wishes to vote in person, that Voting Member may do so, and the Branch vote is to be reduced accordingly.
- h. The General Secretary must certify to the general meeting the number of votes a Branch is entitled to exercise and the certificate of the General Secretary to the meeting (whether or not in writing) is conclusive.
- i. The vote of a Branch delegate at a general meeting is conclusive and may not be impeached or challenged by the meeting or any person at the meeting upon the grounds that the delegate is acting outside the instructions given by the delegate's Branch.

## **5.5 Quorum at General Meetings**

- a. A quorum at any general meeting consists of representation either in person or by delegates or proxy or casting postal votes or votes by electronic means of at least two-thirds of the Voting Members of the Association.
- b. If within two hours of the time appointed for the holding of any general meeting a quorum is not present no meeting is to be held. However, in the case of an annual general meeting the Voting Members present or represented constitute a quorum for an adjournment to a further time and date.

## **5.6 Remits and Setting of Association Policy**

- a. The policy adopted by the Association in ascertaining its objects may be determined by a remit passed at a general meeting of the Association.
- b. Any –
  - i. Branch, or
  - ii. five Voting Members, or
  - iii. the Executive Council by majority vote,

may bring forward to the annual general meeting a written notice of motion upon any matter relating to Association policy, which written notice of motion is called a remit. A remit for inclusion in the agenda at the annual general meeting must be submitted to the General Secretary not later than the 31st day of December in the year prior to the annual general meeting, but the Executive Council may at its discretion agree to receive a remit at a later date.

- iv. Any remit submitted under paragraph 5.6.b.i or 5.6.b.ii must be supported by a representative of the submitter in person at the General Meeting. If no representative is present, the Chair shall decide whether the Remit is deferred to the next General Meeting or withdrawn.
- c. The General Secretary must notify the Executive Council of all remits received, and the Executive Council may, where appropriate, adopt remits (other than remits amending the constitution) forthwith without waiting for the annual general meeting.
- d. A remit may, however, be amended at the annual general meeting if that amendment does not change the substance of the remit provided that any regulations relating to the manner in which an amendment is to be presented have been complied with.
- e. A remit must be notified in the Official Journal and must be placed

on the order paper for the annual general meeting. The remit must be debated forthwith without being seconded. The Chairperson must allow the remit to be fully debated taking into account the time available and must not accept any formal motion which would unreasonably shorten the debate. The Chairperson of the meeting may, nonetheless, place a time limit upon discussion and retains a discretion to put the vote when in the Chairperson's view it has been amply debated.

- f. After the voting on remits the Executive Council must as soon as practicable consider each remit which has been passed by the annual general meeting, and must consider how best it is to be put into effect and must consider further whether any Association statement of current policy requires amendment as a result of the remit. Where appropriate, Executive Council members or Officers are to be appointed to follow up the remit. The General Secretary or some other person appointed by the Executive Council must notify the Branch or members who have proposed the remit, of the action taken by the Executive Council and must keep them informed of follow up action.

## **Part 6 – Branches of the Association and Groups Affiliated to the Association**

### **6.1 Establishment of Branches**

- a. Subject to paragraph 6.1(b), the Executive Council may approve the formation of a Branch of the Association at any place within New Zealand upon receipt of an application in writing signed by any five or more Transmitting or Non-Transmitting members, who are financial with the Association, requesting that they be recognised as a Branch.
- b. For a Branch that is incorporated or will be incorporating with Companies Office under the Act, the Executive Council may approve the formation of a Branch of the Association at any place within New Zealand upon receipt of an application in writing signed by any ten or more Transmitting or Non-Transmitting members, who are financial with the Association, requesting that they be recognised as a Branch.
- c. In deciding whether or not to approve the application the Executive Council must take into account –
  - i. whether the area or special needs of the applicants are already served by existing Branches,
  - ii. whether the granting of the application would significantly weaken any existing Branch or Branches to the point that their ability to continue functioning as a Branch becomes doubtful,
  - iii. any other factors the Executive Council in its discretion considers relevant.

- d. The Executive Council may, at its discretion, delete a Branch from the register of Branches or alternatively, direct that it be placed in recess if its membership drops below five Members or it appears to have ceased to function as a Branch. A Branch so placed in recess may be reactivated upon application made in the same manner as for the formation of a new Branch
- e. The Executive may delete a branch from the register of Branches if that Branch makes or has made one or more changes to its constitution either without prior approval of the Executive Council or which means it is inconsistent with this constitution.

## **6.2 Attachment of Members to Branches**

- a. The General Secretary must, upon enrolling a person as a Member, attach the Member to a Branch of the Association of the Member's own choice, and no Member is to be so attached to more than one Branch.
- b. Attachment to a Branch by the General Secretary does not in itself confer membership of that Branch upon the Member so attached, but entitles the Member to vote with that Branch whenever remits are discussed or polls of Association Members are conducted.
- c. After a branch is put into recess (as per 6.1.d or e), the General Secretary must transfer the remaining members attached to the nearest active branch. Using the following procedure:
  - i. When a Branch is put into recess, a notice to that effect will be published in the Official Journal, and the remaining members shall be instructed to advise the General Secretary of their preferred branch within 30 days.
  - ii. Thirty days after publication (as above) the General Secretary shall transfer the attachment of the remaining members to the nearest active branch

## **6.3 Conduct of Branch Affairs**

- a. Every Branch must have a constitution or a set of rules the terms of which are subject to the approval of the Executive Council and which must not be inconsistent with this constitution.
- b. A Branch may be unincorporated or may incorporate under the Act, provided always that a Branch is an independent entity, and the Association accepts no liability for the actions of a Branch whether incorporated or not.
- c. A Branch may, by its constitution, provide separately for the admission of its own members and the levying of a subscription additional to the Association subscription, but must not admit to

membership any persons who hold a New Zealand Amateur Station Licence unless those persons are also members of the Association.

- d. A Branch may publish a newsletter, but must take care not to compete with the Official Journal.
- e. Every Branch must register an official Branch address with the General Secretary, and all notices and circulars (unless otherwise expressly provided in this constitution) are sufficiently addressed if they are posted by ordinary pre-paid mail to that address. Branches must keep the address as permanent as practicable.
- f. A Branch may, in addition to a physical address, nominate an electronic address, and notices will be sufficiently given if sent to that electronic address, provided that the sender must resend the material to the physical address if it appears to the sender that the electronic address is no longer functioning.

#### **6.4 Affiliation**

- a. The Executive Council may grant to any society or club having similar objects to the Association, the status of being an affiliate of the Association. An affiliated club has the following rights:
  - i. to describe itself as being affiliated to the Association,
  - ii. to seek the advice and support of the Association or of the Executive Council on any matter within the objects of the Association.
- b. In granting affiliation, the Executive Council may by regulation or resolution make the affiliation subject to any other conditions or restrictions that it thinks fit.
- c. The Executive Council may levy an annual subscription on affiliated clubs, as provided in the Bylaws.

### **Part 7 – Matters Relating to the Governance of the Association**

#### **7.1 Amendments to the Constitution and Majority Required**

- a. This constitution may (subject to paragraph 5.2.e. above) be repealed in whole or in part added to or amended at any general meeting by motion moved and voted upon in the same manner in which a remit is moved and voted upon.
- b. Any repeal, addition to or amendment of this constitution requires a sixty per cent (60%) majority vote of the general meeting.
- c. A remit proposing altering the constitution intended to be considered at the annual general meeting must be submitted to the Executive Council in writing prior to the 1st day of January in the year in which the annual general meeting, at which it is to be considered, is held,

but Council may at its discretion agree to receive the remit at a later date.

- d. A remit amending the constitution is invalid and must not be put to vote unless it states the actual text of the proposed addition or amendment, and in the case of a repeal, amendment or substitution, specifies the actual words to be repealed, amended or substituted.
- e. A remit amending the constitution may, however, be amended at the general meeting provided that the amendment does not change the substance of the remit and provided further, that any regulations relating to the manner in which an amendment is to be presented have been complied with.
- f. The Executive Council must obtain any legal or other advice it deems prudent, and must make that advice available to the general meeting when the remit is considered.

## **7.2 Minor or Technical Amendments to Constitution**

- a. Subject to this paragraph 7.2, the Executive Council may amend the terms of this Constitution by a unanimous resolution of the Executive Council if the Amendment:
  - i. does not alter the original meaning of the constitution, and
  - ii. only corrects errors such as spelling, punctuation, numbering, referencing, or a change of name or title.
- b. Before making any amendment under paragraph 7.2.a, the Executive Council must provide written notice in the Official Journal of the amendment to every Voting Member of the Association, with the notice stating:
  - i. the text of the amendment; and
  - ii. the right of the member to object to the amendment.
- c. If no Voting Member objects within 20 working days after the date on which the notice is sent, the Committee may make the amendment under paragraph 7.2.a.
- d. If a Voting Member objects to the amendment made under paragraph 7.2.a within 20 working days, the Association may not make the amendments under paragraph 7.2.a.

## **7.3 Exercise of Discretion by Officers**

- a. Where by this constitution or by any regulations made under this constitution any Officer is empowered to make any decision or exercise any discretion, any decision so made or any discretion so exercised,

may be reviewed by the Executive Council and the Executive Council may substitute its own discretion or decision for that of the Officer.

- b. Where by this constitution or by any regulations made under this constitution the Executive Council is required or entitled to exercise a discretion or make any decision on a matter of administration, the exercise of that discretion and the making of that decision may be delegated by the Executive Council to any Officer of the Association but reserving always the right of review by the Executive Council.

#### **7.4 Interpretation and Cases Not Provided For**

- a. The Executive Council is the authority for the interpretation of this constitution, subject always to the decision of any court of competent jurisdiction.
- b. If any matter arises for which no provision has been made in this constitution, or if there is an ambiguity or a conflict between two different parts of this constitution, the Executive Council may by resolution give directions as to the manner in which the matter in question or the conflict is resolved. Any resolution so passed is, upon notification to those affected, binding in all respects as though it was a regulation.

#### **7.5 Regulations or Bylaws**

- a. The Executive Council may make regulations or Bylaws on matters arising out of this constitution and regulations so made, provided they are not inconsistent with this constitution or the Act, are binding upon all members.
- b. The Executive Council may add to, alter, or repeal all regulations and Bylaws so made, provided that unless the nature of the regulation otherwise requires, no regulation is binding until fourteen days after promulgation to members by publication in the Official Journal.
- c. Regulations or Bylaws may be made by the Executive Council at a meeting of the Executive Council according to the procedures set out in paragraph 3.5.

### **Part 8 – Amateur Radio Emergency Communications**

#### **8.1 Amateur Radio Emergency Communications**

- a. The Executive Council shall establish by regulation a Charitable Trust to be known as the NZART AREC Emergency Funds Charitable Trust which, is entrusted to receive monies and grants from New Zealand Search and Rescue Council (NZSAR) and other entities and to use these funds in accordance with any conditions NZSAR and other entities attach to the grants while achieving paragraph 1.2.i. of the objects of the Association.

- b. Any Trust so established shall be incorporated as a Charitable Trust Board in accordance with the Charitable Trusts Act 1957.
- c. The Trust's primary function will be to receive funds for delivery of emergency services specified in any Service Level Agreements (SLAs) between NZART and the Ministry of Transport or other parties.
- d. The Executive Council may establish by regulation a sub-group to be known as the Amateur Radio Emergency Communications (AREC) which, under the direction of the Executive Council, is entrusted with achieving paragraph 1.2.i. of the objects of the Association.
- e. Any sub-group so established shall be divided into AREC Groups as required under the control of an AREC Chief Executive Officer appointed by the Executive Council.
- f. Each Group shall be attached to a Branch as its home Branch but may cover multiple branches and the regulations are to provide generally for the mode of attachment and necessary policy and guidance to ensure national consistency with delivering AREC services that are safe, competent and sustainable.
- g. The regulations may also provide for matters which are to be left to the constitution of an individual Branch, provided that nothing is to be included in the regulations or any Branch constitution which could impair the operational efficiency of AREC.
- h. Members of AREC must also be Members of NZART.

## **Part 9 – Miscellaneous**

### **9.1 Referendum**

- a. At the request in writing of any two hundred Voting Members, fifty per cent (50%) of whom may not be from a single branch, the Executive Council shall submit any matters detailed therein to the Voting Members who would be entitled to vote thereon as if the matters were before a general meeting and is to conduct a poll thereon to take the general opinion of members. The results of the poll are not binding upon the Executive Council unless the proposal submitted is approved by more than one half of the members.
- b. The Executive Council may of its own volition conduct a referendum.

### **9.2 Notification to Members**

- a. Whereby this constitution, Bylaws or regulations notice is to be given to a Member it must be given to the Member personally, by posting it by prepaid mail addressed to the Member's last address recorded in



the Register of Members or by emailing the Member's last email address recorded in the Register of Members.

- b. Notwithstanding subparagraphs a. above, a notice may also be served upon or given to a Member by any means of electronic communication known to be used by the Member, provided that where a notice is served upon or given to a Member by electronic means, the giver of the notice must take reasonable steps, whether by telephone call, answerback, or other acknowledgement, to ensure that the Member has received the notice.

### **9.3 Disposal of Assets on Liquidation of the Association**

- a. The Association may be wound up by first passing a unanimous resolution at a meeting of the Executive Council called to consider the matter. The Executive Council may at this time also nominate the not-for-profit entity or not-for-profit entities it wishes to distribute the Association's remaining funds to in accordance with paragraph 9.3.d.
- b. Once the Executive Council has passed the resolution in accordance with paragraph 9.3.a, a Special Meeting of the Voting Members shall be called by the Executive Council in accordance with paragraph 5.2.
- c. At the Special Meeting called in accordance with paragraph 5.2, the Association shall be wound up if a resolution is passed by a majority of not less than seventy-five per cent (75%) of the Voting Members present and entitled to vote.
- d. Upon winding up for any reason, any remaining portion of the Association's funds or the net proceeds arising from the sale of the assets of the Association shall be applied, after payment of all liabilities, towards such charitable entity or entities in New Zealand whose purposes align with the objects and purposes of the Association, as may be determined by a resolution of the majority of the Executive Council.

## **Schedule A**

### **Election Procedures**

#### **1. Returning Officer to Call for Nominations**

- a. The Returning Officer must forthwith upon appointment under paragraph 3.2 a. of this constitution give notice of the forthcoming election by publication in the Official Journal and call for nominations for the office of President and for the Executive Council.  
The notice of election must provide that nominations are to reach the Returning Officer no later than 31 December, in the year prior to which the election is to be held. Nominations can be received electronically, for example by e-mail.

The Returning Officer must treat mail received by postal delivery or by clearance from a Post Office box on the first business day of the New Year as having been received in time.

- b. Every nomination to an elective position in the Association must be in writing on the appropriate form and must be signed by the person nominating and by a seconder and must be countersigned by the Member nominated. Nominations for Executive Council must also include whether the nominee normally resides in the North or South Island of New Zealand. Should a nominee not live in either Island, the most appropriate island for that candidate is to be indicated.
- c. An eligible Member may be nominated for both the office of President and Executive Councillor and a Member so nominated must be included on the ballot paper both for President and for the Executive Council. If the Member is elected to both offices, the office of President is deemed to be preferred and the next successful candidate in the election for the Executive Council is deemed elected. If there has been no ballot for the election of the Executive Council then the President elect's vacant position on Council must be filled as a casual vacancy.
- d. If Council fails to appoint a Returning Officer for any election year, the General Secretary must act as Returning Officer and conduct the election without further appointment or direction than this provision.

#### **2. Conduct of Ballot**

- a. The Returning Officer must in each election year arrange for the preparation of ballot papers and ballot envelopes which together with biographical details of candidates must be posted during the month of February to every Voting Member at the address shown in the Register of Members.
- b. In the ballot for President the Voting Member is to strike out the name or names of the candidate or candidates not voted for leaving on the

ballot paper unstruck out, the name of the candidate for whom the member does wish to vote.

- c. In the ballot for members of the Executive Council the Voting Member must strike out the names of the candidate or candidates not voted for leaving on the ballot paper, unstruck out, the name or names of the candidates or candidate for whom the member does wish to vote. A Voting Member may vote for fewer candidates than there are to be elected, but must not vote for more than that number, or all the Voting Member's votes will be invalid.
- d. It is the duty of the member to place the completed ballot paper in the ballot envelope addressed to the Returning Officer but otherwise unmarked. This envelope in turn must be placed in a further envelope also addressed to the Returning Officer but bearing the Voting Member's name address and call sign (if any).
- e. Upon being satisfied that the person named in the envelope is entitled to vote, the Returning Officer must remove the interior envelope and place it in the ballot ensuring always that the envelope is unmarked and that the voter cannot be identified.
- f. The ballot is to close on the 20th March, and all ballot papers must be posted or otherwise delivered to reach the Returning Officer by that date. The Returning Officer is to treat mail received either by postal delivery or by clearance from a Post Office box on the following day as being received in time, but the Returning Officer is not required to make more than one postal box clearance on the day following the closing of the ballot.
- g. If a candidate dies or withdraws from the ballot after ballot papers have been issued to Voting Members, then the ballot for that position must not proceed, and a new election is to be held in accordance with directions as to the timing of closing of nominations and closing of the ballot issued by the Executive Council.
- h. If a candidate dies or withdraws from the ballot before ballot papers have been issued to Voting Members, the ballot must proceed with reprinted ballot papers deleting the name of the deceased candidate, unless the number of candidates remaining after withdrawal or death of a candidate is equal to or less than the number required to be elected, in which case the remaining candidates are to be declared elected unopposed.
- i. The Returning Officer must appoint two scrutineers (not being candidates in the election) who together with the Returning Officer are to count the votes cast. If any question arises as to a Voting Member's entitlement to vote or as to the propriety of any vote the same is to be determined by the Returning Officer. The Returning Officer's decision does not bind any subsequent Inspecting Officer.

- j. The presidential candidate receiving the highest number of votes shall be declared President.
- k. The result of the election for the six positions on the Executive Council shall be adjudged in the following order:
  - i. Two candidates residing in the South Island and the two candidates residing in North Island who receive the highest number of votes
  - ii. Up to two candidates who reside anywhere in New Zealand who received the next highest number of votes.
- l. Where there is insufficient candidates for Executive Council from either the North or South Islands to fulfil the two North or South Island allotments, the balance shall be fulfilled by the candidates who receive the highest number of votes and shall be declared the Executive Council.

### **3. Declaration of Result**

- a. After the completion of counting the Returning Officer must make a written return of the result of the election, showing the number of votes cast for each candidate and must forward a copy of the return to the President, the General Secretary and to each candidate and must arrange publication of the result in the Official Journal.
- b. If more than one candidate receives the same number of votes, the Returning Officer must decide by lot in the presence of two scrutineers which of the candidates is to be returned.

### **4. Positions Not Filled at an Election**

- a. If there are insufficient nominations for an elected position in the Association, the Returning Officer must declare the persons nominated to be elected to those positions unopposed.
- b. The Incoming Executive Council, following the declaration of the result of the election and provided it has the quorum required by paragraph 3.6 above for the conduct of Executive Council business, and notwithstanding that it has not taken office, must make appointments to fill any positions for which there were insufficient nominations, in accordance with the procedure set out in paragraph 3.9 above in all respects, as though the unfilled positions were casual vacancies.
- c. Where following an election a candidate dies or indicates to the President in writing that he or she does not intend to take office, the Incoming Executive Council must fill the vacancy so created as a casual vacancy.
- d. No vote ratifying any appointments made under paragraph 4 b. of this

paragraph is necessary following the Incoming Executive Council taking office.

**5. Enquiry Following Election**

- a. Within fourteen days of the declaration of a result any candidate, the Executive Council or a Branch, may ask the Executive Council to conduct an enquiry into the election, stating precisely the reasons for seeking any enquiry, whereupon the Executive Council, or in cases of urgency, the President acting alone may appoint an Inspecting Officer to report to the Executive Council on the conduct of the election.
- b. The Inspecting Officer must be a person who was not a candidate in the election and preferably, who has previously held a national elective office in the Association. It is the duty of the Inspecting Officer to consider any complaints made and report forthwith in writing to the Executive Council.
- c. Upon receiving the report of the Inspecting Officer, the Executive Council may –
  - i. annul the result of the election or any section thereof and call new elections giving all necessary directions as to closing time for nominations, etc., or
  - ii. alter the declaration of the result if satisfied that a clear error has been made, or
  - iii. declare that notwithstanding any irregularities the result of the election has not been affected, and confirm the declaration of the result.
- d. If new elections are called, they must be held promptly, and the outgoing President and the Executive Council are to remain in office until the Returning Officer has declared the result thereof.
- e. Any members of the Executive Council whose positions on the Executive Council would or might be affected by the report of the Inspecting Officer, are not to be counted in a quorum or be entitled to vote on any motion relating to the adoption of the Inspecting Officer's report, provided that, if the application of this rule would leave the meeting of the Executive Council without the quorum prescribed in paragraph 3.6 for Executive Council business, then all Executive Council members may vote notwithstanding that their personal positions are so affected.

## Schedule B

### **Procedure for Censure of Members or Expulsion from the Association**

- a. If a complaint is made to the Executive Council in writing that any Member of the Association has acted or is acting in a manner contrary to the constitution of the Association or otherwise in a manner likely to bring Amateur Radio into disrepute, then the Executive Council may if it considers there are good grounds for so doing, conduct an enquiry into the conduct of the member. For clarity, acts of aggression or threats of violence towards Members, abuse capable of causing emotional harm to Members or other similar actions are considered to be acting in a manner likely to bring Amateur Radio into disrepute.
- b. Any enquiry is to be conducted by the Executive Council at a meeting summoned for that purpose and is to be conducted in accordance with a procedure to be determined by the Executive Council.
- c. Before the enquiry is held the Member who is the subject of the complaint must be served with notice of the proceedings and must be given at least one month's notice of the time and place of the meeting. The notice of time and place must have annexed a copy of the original complaint and must state specifically that the matter is being actioned in terms of this part of the constitution.
- d. Any Member whose actions are the subject of enquiry may appear at the enquiry and may make submissions to the meeting. The Member may be represented by counsel or by another person on the Member's behalf. The Member may call witnesses to give oral evidence and may submit written representations of reasonable length to the Executive Council.
- e. If the Member, having been properly notified, fails to appear at the appointed time and place or to make representations or to be represented by counsel or by some other person, the Executive Council may proceed to hear and determine the matter in the Member's absence.
- f. The Association is not liable for the expenses of the Member in respect of travelling, accommodation, engagement of counsel, calling any witness or in any other way in connection with the enquiry but the Executive Council may at its discretion and without admission of liability by so doing make a grant to the member to cover the whole or any part of the expenses incurred.
- g. The Executive Council may at the expense of the Association engage counsel and call witnesses relating to the matter in question.
- h. If in the opinion of the majority of the Executive Council the Member

whose conduct is the subject of the enquiry has acted or is acting in a manner contrary to the constitution of the Association or otherwise in a manner likely to bring Amateur Radio or the Association into disrepute the Executive Council may admonish the Member, or expel the Member from the Association.

- i. In all cases where the Executive Council imposes one of the penalties prescribed above, the fact that the penalty has been imposed together with a brief statement of the circumstances, are to be notified to all Members either by inclusion in the business of a general meeting, or in another manner to be determined by the Executive Council, and in addition the Executive Council must disclose to all Members the name of the Member upon whom the penalty was imposed unless the Executive Council considers there are special reasons why this information should not be so disclosed.
- j. The Executive Council may, at its discretion, delegate the hearing of any complaint to a sub-committee of the Executive Council or, alternatively, in special circumstances, of which the Executive Council is the judge, to a commissioner who need not be a member of the Association. It is the duty of any sub-committee of the Executive Council or of any Commissioner to hear the complaint in the manner described above, and to report to the Executive Council and make recommendations as to whether the complaint has been proved and as to the appropriate penalty to impose, but in all cases the final decision as to whether the complaint has been proved and as to the penalty to be imposed must be taken by the Executive Council.

## Schedule C

### Dispute Resolution Procedures

#### 1. How a complaint is made

- a. A Member or Executive Council member may make a complaint by giving to the Executive Council a notice in writing that –
  - i. states that the Member or Executive Council member is starting a procedure for resolving a dispute in accordance with the Association’s constitution; and
  - ii. sets out the allegation to which the dispute relates and whom the allegation is against. This must be detailed enough to ensure the Member or Executive Council member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- b. The Association may make a complaint involving an allegation against a Member or an Executive Council member by giving the Member or Executive Council member a notice in writing that –
  - i. states the Association is starting a procedure for resolving a dispute in accordance with the Association’s constitution; and
  - ii. sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Executive Council member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- c. The terms *dispute* and *complaint* are to be interpreted in accordance with section 38 of the Act.

#### 2. Investigating and determining a dispute

- a. The Executive Council must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this procedure, ensure that the dispute is investigated and determined.
- b. In the interests of resolving disputes in a fair, efficient and effective manner, the President will appoint a committee member with no personal interest in the dispute (the “Elector”) will determine how the dispute will be dealt with. This can include:
  - i. appoint an external person to investigate and report; or
  - ii. with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or



- iii. appoint an external person to investigate and make a decision;  
or
    - iv. appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
  - c. Despite paragraph 2.b, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
    - i. the complaint is trivial; or
    - ii. the complaint does not appear to disclose or involve any allegation of the following kind:
      - a. that a Member or an Executive Council member has engaged in material misconduct;
      - b. that a Member, an Executive Council member, or the Association has materially breached, or is likely to materially breach, a duty under the Association's constitution or the Act; or
      - c. that a Member's rights or interests or an Executive member's rights or interests generally have been materially damaged;  
or
    - iv. the complaint appears to be without foundation or there is no apparent evidence to support it; or
    - v. the person who makes the complaint has an insignificant interest in the matter; or
    - vi. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
    - vii. there has been undue delay in making the complaint.
  - d. While not binding on the Elector, the Association agrees that the following categories of disputes should be resolved as follows:
    - i. Where the dispute involves issues of personal animosity or where relationships within the Association have broken down, the dispute should go to mediation.
    - ii. Where the dispute concerns interpretation of the Association's constitution or the Association's statutory obligations, an independent lawyer should be appointed to investigate and provide a report.

- iii. Where the dispute concerns matters about the financial operations of the Association, an external person with accounting skills should be appointed to investigate and provide a report.
- iv. Where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- e. Before making a decision under paragraph 2.b, the Elector may request further information from the Executive Council, the complainant and/or any person who is the subject of the complaint.
- f. Where an external party is appointed to provide a report, that report should be provided to the Executive Council, the complainant and any person who is the subject of the complaint (the “parties”). After reviewing the report, the parties will then meet to discuss whether:
  - i. the Association will take any steps in light of the report-writer’s findings; and
  - ii. the parties agree that those steps (if any) will resolve the dispute.
- g. If the Elector initiates the steps under paragraph 2.b.i or 2.b.ii and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under paragraph 2.b.
  - i. A person may not act as a decision maker in relation to a complaint if the majority of members of the Executive Council consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- h. An external person appointed under paragraph 2.b.i or 2.b.iii may, inter alia:
  - i. call for written submissions from all relevant parties;
  - ii. call for specific evidence from the Association or any relevant party; and/or
  - iii. prepare an interim report and circulate it to the relevant parties for their comments.
- i. In addition to the powers under paragraph 2.g, an external person appointed under paragraph 2.b.iii may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.

- j. A decision reached by an external person appointed under paragraph 2.b.iii will not be subject to an appeal or a review by the courts of New Zealand.
- 3. Person who makes a complaint has a right to be heard**
- a. A Member or an Executive Council member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to paragraph 2.c.
  - b. If the Association makes a complaint –
    - i. the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
    - ii. an Executive Council member may exercise the right on behalf of the Association.
  - c. Without limiting the manner in which the Member, Executive Council member or the Association may be given the right to be heard, they must be taken to have been given the right if –
    - i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    - ii. their written statement or submissions (if any) are considered by the decision maker.
- 4. Person who is subject of a complaint has a right to be heard**
- a. If the complaint involves an allegation that a Member, an Executive Council member, or the Association (the “respondent”) –
    - i. has engaged in misconduct; or
    - ii. has breached, or is likely to breach, a duty under the Association’s constitution or the Act; or
    - v. has damaged the rights or interests of a member or the rights or interests of members generally.
  - b. Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if –
    - i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
    - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- iii. the respondent's written statement or submissions (if any) is considered by the decision maker.

## Schedule D

### **Definition of Terms Used in Constitution**

a. In this constitution, if not inconsistent with the context –

"Association" means The New Zealand Association of Radio Transmitters Incorporated,

"Act" means the Incorporated Societies Act 2022 and its subsequent amendments.

"Amateur Station Licence" means a licence or other authority to operate an amateur station in New Zealand, other than a licence or authority issued specifically on a temporary basis.

"Amateur Radio" means all things associated with the Amateur Service.

"Amateur Service" means the amateur service as defined in the International Radio Regulations, that is to say a Radiocommunication service for the purpose of self-training, intercommunication and technical investigations carried out by amateurs, that is, by duly authorised persons interested in radio technique solely with a personal aim and without pecuniary interest, and includes the amateur-satellite service, that is a Radiocommunication service using space stations on earth satellites for the same purposes as those of the amateur service.

"Branch" means a Branch of the Association formed in accordance with this constitution and which has not been deleted from the register of Branches or placed in recess by the Executive Council,

"Bylaws" means the Bylaws of the New Zealand Association of Radio Transmitters Incorporated as adopted and amended from time to time in accordance with paragraph 7.5 of this constitution.

"Executive Council" or "Council" means those Officers of the Association who hold office by virtue of a ballot of all members entitled by this constitution to vote and includes:

- i. the Immediate Past-President when entitled to be an Executive Council member under paragraph 3.1 a. iii.,
- ii. those persons returned to elective positions unopposed or appointed to fill a casual vacancy,
- iii. persons appointed to fulfil under paragraph 4 of Schedule A an elective position for which there were insufficient nominations.

"Incoming Executive Council" means the persons the Returning Officer has declared to be elected as members of the Executive Council during

the period between the declaration of the result and those persons taking office in accordance with paragraph 3.2.c. above.

“Members” means all classes of members set out in Part 2 above.

“Voting Members” means those Members who are entitled to vote on any particular matter, as set out in Part 2 above.

"New Zealand" means the islands of New Zealand, but does not include the Cook Islands, Niue, the Tokelaus, the Ross Dependency or any self-governing Territory for which the government of New Zealand is responsible.

“North Island” means the North Island and its offshore Islands.

“South Island” means the South Island, its offshore islands and Stewart Island.

"Officers" means:

- The President
- The Vice President
- The Members of Council
- The General Secretary
- The Treasurer.

"Official Journal" means the publication designated by the Executive Council as the Official Journal of the Association in terms of the Bylaws,

"Register of Members" is the register the Association is required to keep to comply with the Act.

"Un-financial" in relation to a member means a member whose subscription is unpaid after the date on which it falls due,

- b. The terms “Vice President”, “Acting President”, “Immediate Past President”, “Officer” and “Official Journal” have the meanings given to them in the Bylaws.
- c. The provisions of the Interpretation Act 1999 and the recognised rules for the interpretation of written documents generally are to be applied in the interpretation of this constitution.