

CONSTITUTION

of the

Radio Electronics Group Incorporated

Accepted by unanimous vote at the Annual General Meeting

February 2024

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a) NAME

- (a) The name of the Society is Radio Electronics Group Incorporated.

b) INTERPRETATION

- (a) In these Rules, if not inconsistent with the context, the following is an explanation of the words and abbreviations used:
- i. "Act" means the Incorporated Societies Act 1908 and its subsequent amendments.
 - ii. "Amateur Radio" has the same meaning as in the Constitution of the New Zealand Association of Radio Transmitters Incorporated.
 - iii. "AREC" means Amateur Radio Emergency Communications as defined in Constitution of the NZART.
 - iv. CLUB means the Radio Electronics Group Inc.
 - v. "Committee" means the CLUB Committee as defined in these Rules.
 - vi. "NZART" means the New Zealand Association of Radio Transmitters Incorporated.
 - vii. "Registrar" means the Registrar of Incorporated Societies.
 - viii. Words expressing the masculine gender shall include the feminine gender and vice versa.

c) AFFILIATION

- (a) The CLUB may become affiliated to any other body.
- (b) Provided 50% or more of the membership present at the Annual General Meeting or a Special General Meeting agrees.
- (c) The CLUB will ratify all affiliations with bodies at every Annual General Meeting by a separate vote for each body.

d) OBJECTS

- (a) The Objects of the CLUB are:
- i. To kindle friendship and assist those interested in amateur radio, citizen band radio, personal radio service, shortwave radio and computers for global communication,
 - ii. to hold social and practical construction meetings,
 - iii. to establish and operate amateur transmitting and repeater stations under the current Radio (Radio communications) Regulations and to appoint one or more of the CLUB's members to be the Trustee thereof,
 - iv. to co-operate with civic bodies in the operation of a Civil Defence Organisation and to provide communications when requested by the Land Search and Rescue Organisation, or by other organisations.
 - v. to lease, rent, buy or sell property for the furtherance of CLUB activities,
 - vi. to buy, hire or otherwise obtain furniture, fittings, equipment and other items for use in connection with the CLUB's activities,
- (b) to borrow monies for the acquisition of property and equipment to further the CLUB's objects, in such a manner and upon such security as the members may

approve in Special general meeting,

- i. to invest monies in such a manner as the Committee may from time to time determine, and
- ii. to do such other things in the opinion of the CLUB's members that are not inconsistent with these objects.

e) MEMBERSHIP

(a) The CLUB shall consist of the following classes of members:

- i. For CLUB matters; anyone who is a financial member of the CLUB at the time of the meeting,
- ii. For NZART matters; members who are holders of a current amateur radio station licence and who are financial members of NZART and who are registered with NZART as members of Branch 89.
- iii. AREC matters: CLUB members who have registered with AREC and members of other branches who have registered with the CLUB for AREC purposes and are NZART members have the right to vote on AREC matters only and subject to those matters not materially affecting the CLUB. They shall have no right to vote on any resolution to amend these Rules,
- iv. People residing permanently at the same address may be admitted jointly as Family members of the CLUB. Only one vote per family membership is allowed.

(b) The CLUB shall have the right to refuse membership or associateship to any person.

- i. A person seeking membership shall fill out an application for membership form and pay the current membership fee at the time, The completed membership form is submitted to the club secretary.
- ii. The CLUB committee will meet within one month to review the application for membership and at that point approve or reject the application. If a membership is declined the membership fee will be refunded to the applicant.
- iii. Reasons for rejection of an application remain confidential to the CLUB committee.

f) PATRON AND HONORARY LIFE MEMBERS

(a) The CLUB may at any time in a General meeting appoint a person of standing and good repute (who need not be a Member of the CLUB nor of the NZART) to be Patron of the CLUB. The office of the Patron shall be a post of honour, and shall carry no executive responsibility.

(b) Honorary Life Members shall be persons who have made valuable and distinguished service to the CLUB over a lengthy period of time. They shall be appointed at any general meeting upon the written recommendation of the Committee. Honorary Life Members shall have rights consistent with the class of membership to which they would otherwise belong, but they are not liable to pay a subscription.

g) SUBSCRIPTIONS

- (a) Every Member and Associate shall pay to the CLUB such subscriptions as may be from time to time determined by the Annual General Meeting. The subscription rates so determined shall apply for the ensuing financial year, and extending to the day after the date of the Annual General meeting.
- (b) The annual subscription shall fall due on the day after the date of the Annual General meeting in each year.
- (c) The subscription for Family Membership shall not exceed one and a half times that payable by an individual member

h) CESSATION OF MEMBERSHIP

- (a) Membership or Associateship of the CLUB shall cease upon anyone of the following events
 - i. If having paid the current year's subscription, any person shall by notice in writing to the Secretary, resign from membership or associateship
 - ii. If a member or associate remains unfinancial for a 12 week period or longer, after the Annual General Meeting.
 - iii. Expulsion from the CLUB, as defined in Clause 9 (a) hereof.

i) CENSURE AND FORFEITURE OF MEMBERSHIP

- (a) A Member or Associate may be censured or expelled from the CLUB by the Committee for acting contrary to the Rules, or for engaging in conduct likely to bring amateur radio or the CLUB into disrepute, only after all parties have achieved open discussion and presentation of all facts relating to the censure conduct.
- (b) No person who has resigned or been expelled from the CLUB shall have any right or claim upon any of the assets of the CLUB.

j) REGISTER OF MEMBERS

- (a) The CLUB shall keep a Register of its FINANCIAL members, and a separate list of interested parties, containing their names, addresses, callsigns, and the dates at which they became members.
- (b)
- (c) A copy of the Register shall be forwarded to the Registrar in accordance with the Act.

k) REGISTERED OFFICE

- (a) The CLUB shall maintain a Registered Office to which all communications may be addressed.
- (b) Any notice of change of the Registered Office address shall be given to the Registrar in accordance with the Act

l) ALTERATION OF RULES

- (a) Subject to the provisions of Clauses 12(b) and 12(c) hereof, these Rules may be altered added to or rescinded by a resolution in that behalf passed by a majority of not less than two-thirds of the members as, being entitled so to do, vote in person at an Annual General Meeting or Special General Meeting of the CLUB, where notice specifying the intention to propose the resolution has been duly given.
- (b) Provided that no addition to or alteration of Clause 31 concerning Payments to Members, or of Clause 38 concerning Winding Up may be made without the approval of the Inland Revenue Department if such approval is necessary.
- (c) Any Rule alterations.
 - i. For any alteration, addition or deletion of a rule in this constitution, the text of the alteration shall be submitted to the Registrar for registration.

m) MEETINGS

- (a) General Meetings of CLUB members shall be held at times and places as shall be determined by its Members, with the Committee acting on that advice through General Meeting.
- (b) Advice to Members and interested parties will be given not less than seven days prior to each meeting.
- (c) In lieu of Committee meetings, the President may at his discretion conduct the business of the CLUB at general meetings, in which case all financial members present shall be entitled to vote.
- (d) An Annual General Meeting (AGM) shall be held in the month of February in each year, or as close as is possible, and members shall be given no fewer than seven days written notice of the time and place of the meeting. Publication of such notice in the CLUB's Newsletter or by direct communication to each member shall be deemed to be sufficient advice.
- (e) The business of the Annual General Meeting shall be:
 - i. To receive the Annual Reports of Officers of the CLUB.
 - ii. To receive the audited statements of income, expenditure, assets and liabilities of the CLUB for the immediate past financial year.
 - iii. To elect the Officers and Committee Members, who shall hold office until the completion of the next Annual General Meeting.
 - iv. To decide on the status of any and all affiliations in particular whether affiliation will continue to be hosted by the CLUB. For each affiliation when a change to the status is considered by a meeting; will have a separate vote.
 - v. To transact such other business as may have been set out in the notice of meeting.
- (f) AREC committee Meetings
 - i. These are meetings where the AREC manager needs the support of the club.
 - ii. These meeting will take place at least two times per year and one meeting must be one month in advance of the AGM.
 - iii. Mandatory items on the agenda to be reviewed are:

- A. Access to REG club rooms.
 - B. Audit of the AREC section annual accounts.
 - C. Acceptance of the AREC section proposed leader.
 - D. Acceptance of each AREC section membership.
 - E. Auditing and securing AREC property.
- (g) Special General Meetings of CLUB members may be convened at any time by the Committee and shall be convened on the requisition of no fewer than five members of the Committee or no fewer than ten members of the CLUB. Members shall be given no fewer than fourteen days prior written notice stating the time, place, and business to be transacted at such a meeting together with the wording of any proposed motions to give effect to that business.
- (h) The Chair at all CLUB meetings, other than meetings of specially appointed sub-committees, shall be occupied by the CLUB President, or in his absence by the Vice-President, or in his absence also, by any financial Transmitting member elected by a majority of the financial members present.

n) QUORUM

- (a) No business shall be conducted at any meeting unless a quorum is present at the commencement of such business.
- (b) The quorum shall be;
- i. At any general meeting, eight financial members.
 - ii. At any Committee meeting four Committee members.
 - iii. For any sub-committee the Quorum will be set at the time of appointment of sub-committee members.

o) VOTING

- (a) Voting at all meetings shall be taken by voice, show of hands, or if requested, by secret ballot. When a ballot is required, the meeting shall appoint two scrutineers, (who may or may not be members) to control the ballot, count the votes and report the result, the voting papers shall be destroyed immediately after the result has been reported.
- (b) No member shall be eligible to vote at any meeting unless financial and each member (including each member of a family membership) may exercise one vote on each motion.
- (c) Subject to the exceptions stated in Clause 19(d) hereof, questions at meetings shall be decided by a simple majority of greater than one half of the financial members present and entitled to vote.
- (d) All questions at Special General Meetings, and any questions at Annual General Meetings concerning the alteration, addition to, or rescission of these Rules shall be decided by a majority of not less than two-thirds of the members present and entitled to vote.
- (e) The Chairman shall have a deliberative and a casting vote at a general meeting on questions other than the election of Officers and Committee members and in secret ballots, where the Chairman shall have a deliberative vote only.
- (f) Members of NZART attached to the CLUB for voting purposes under the

provisions of Clause 25 of the NZART Constitution shall be entitled to vote on NZART business in accordance with the NZART constitution, notwithstanding that they are not members of the CLUB.

p) Officers and Committee Members

- (a) There can be up to eight Officers of which four are members of the Committee.
- (b) To set subscription rates for the ensuing financial year.
- (c) To appoint an Auditor (who need not be a member of the CLUB) to carry out the duties defined in **Clause 33 (b)** hereto.

q) OFFICERS

- (a) The business of the CLUB shall be entrusted to a Committee consisting of the following Officers and Committee members.
- (b) Roles: the following roles are defined for officers and committee members.
 - i. President is an Officer and Committee member and must be a member of NZART.
 - ii. Vice-president is an Officer and Committee member.
 - iii. Secretary is an Officer and Committee member
 - iv. Treasurer is an Officer and Committee member and must be a member of NZART.
 - v. AREC Area manager is a Committee member Must be a member of NZART.
 - vi. Repeater Trustee is a Committee member must be a member of NZART.
 - vii. Training manager is a Committee member.
 - viii. Annual "Junk sale" manager is a Committee member.
- (c) In lieu of a Secretary and a Treasurer, the CLUB may elect one person as Secretary- Treasurer, in which case the number of Committee members allowed under sub-clause (d) hereof may be increased by one.
- (d) In addition there may not be more than four nor less than two Committee members elected at the Annual General Meeting.
- (e) Nomination for Officers and Committee may be made in writing prior to the Annual General Meeting or can be made verbally at the meeting. Each nominee shall signify his acceptance of the nomination before any vote is taken.
- (f) Where there is equality of voting on a ballot for the election of Officers or Committee, the outcome of the ballot shall be determined by lot.

r) ABSENCE OF OFFICERS

- (a) Any Officer or Committee member who, without explanation, is absent from three consecutive meetings of the Committee shall automatically forfeit his position.

s) FILLING OF VACANCIES

- (a) Any casual vacancy in the position of any Officer may be filled at a General Meeting. Any casual vacancy in the number of Committee members may be

filled by an appointment of the Committee and shall be notified to members at the next meeting following that appointment.

t) INDEMNITY OF OFFICERS

- (a) No Officer of the CLUB shall be liable for the acts, receipts, neglects or defaults of any other Officer of the CLUB nor for any loss occasioned by error of judgment or oversight on his part, nor for any other loss, damage or misfortune which shall happen in the execution of the duties of office or in relation thereto, unless the same happen through his own willful default or dishonesty.

u)

v) COMMITTEE PROCEDURE

- (a) The management of the business of the CLUB shall be vested in the Committee, who may exercise all such powers and do all such things as the CLUB by its Rules or otherwise is authorised to do and are not hereby or by Statue directed or required to be done by the CLUB in General Meeting, but subject nevertheless to the provision of these Rules and any regulations not inconsistent with these Rules. Provided that no such regulations shall invalidate any prior act of the Committee which would have been valid if such regulations had not been made. Provided also that all actions undertaken by the Committee relating to financial expenditure in excess of (NZ\$100) ONE HUNDRED DOLLARS must have approval prior to any action, by a simple majority of Members at a General Meeting.
- (b) The Committee shall meet regularly and may make recommendations, to repeal and amend such regulations as it considers necessary or convenient for the proper administration of the CLUB. Such regulations, repeals and amendments shall first be approved by a simple majority of Members at General Meeting and when passed, be binding upon all members until otherwise determined by Members request to the Committee.
- (c) The President or any other Officer may call Committee meetings on such notice as may be deemed fit, and Committee meetings shall be called by the Secretary at the request of not less than two Committee members.
- (d) Questions arising at Committee meetings shall be decided by a majority of votes.
- (e) The Chairman of the Committee meeting and of any sub-committee shall have a deliberative vote and a casting vote.
- (f) Notwithstanding any vacancy in their number, the members of the Committee may continue to act, but if and for so long as their number is not reduced below the number fixed for a Committee quorum the remaining members of the Committee may act only for the purpose of summoning a general meeting of the CLUB.

w) SUB-COMMITTEES

- (a) All Committees, including Sub Committees, will maintain an accurate minuted record of all business, which will be presented in written Reports to each General Meeting. The Committee may delegate any of its powers to sub-

committees consisting of such member or members as it thinks fit. Any such sub-committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Committee and shall report to the Committee. The President shall be an ex-officio member of all sub-committees.

- (b) All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the same shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-committee. Approval for any such actions will be sought at a subsequent General Meeting. If a General Meeting cannot approve the actions, a Special General Meeting will be called by the Committee to decide the matter.

x) SECRETARY

- (a) The Secretary shall:
- i. Keep a record of all proceedings of meetings and the attendance of Officers and members at such meetings.
 - ii. Keep a register of members which will be submitted to the Registrar at least every 6 months if there have been any changes to the register.
 - iii. Notify members of all Annual and Special meetings, and Committee members of Committee meetings.
 - iv. Notify each person when elected of his election to an office.
 - v. Attend to all correspondence ensuring that it is brought to the attention of the Committee and dealt with accordingly.
 - vi. Ensure that all CLUB records and property are kept in safe custody.
 - vii. Ensure that the CLUB complies with all statutory and legal obligations.
 - viii. Do such other duties in relation to the affairs of the CLUB as may be required from time to time by the Committee or by the Chairman of a meeting.

y) TREASURER

- (a) The Treasurer shall:
- i. Bank or cause to be banked in a banking institution appointed by the Committee as the CLUB's bankers in the name of the CLUB, all monies received, and ensure the investment of any funds surplus to immediate requirements at favourable interest rates.
 - ii. Disburse the funds of the CLUB as may be determined by the Committee.
 - iii. Keep the CLUB's records of Account and prepare the necessary financial accounts and statements, to be presented at each monthly General Meeting.
 - iv. Report to the Committee on the state of the CLUB's financial affairs as required.
 - v. Ensure that reimbursement of members expenses are made promptly and where possible, within one month of the activities during which the

- expenses were incurred.
- vi. Do such other duties as the Committee may from time to time direct.

z) PAYMENT TO MEMBERS

- (a) No member shall receive any free disbursement from the CLUB, whether by way of money, property or otherwise, except through:
- i. Providing professional services to the CLUB rendered in the course of business charged at no greater rate than current market rates, or
 - ii. receiving interest on money lent to the CLUB at no greater than current market rates.
- (b) Payment of agreed expenses incurred during a CLUB activity and approved by simple majority at a General Meeting.

aa)

bb) FINANCIAL RECORDS AND STATEMENTS

- (a) The CLUB shall keep or cause to be kept proper records of account in which shall be recorded full, true and complete accounts of the financial affairs, assets, liabilities and transactions of the CLUB.
- (b) At the close of each financial year, which shall end on the 31st day of December, and at other such times as the Committee may require, an income and expenditure account and a statement of assets and liabilities of the CLUB shall be prepared and examined by the Auditor of the CLUB.
- (c) Should the CLUB become Incorporated, the CLUB shall deliver to Registrar such financial statements in the form and manner required by the Act.

cc) AUDITOR

- (a) An Auditor shall be appointed at the Annual General Meeting as provided for in Clause 15 (e) of these Rules.
- (b) The Auditor shall be supplied with a copy of the accounts and statements aforesaid, and it shall be his duty to thoroughly examine the same with the vouchers and financial records relating thereto and to report thereon.
- (c) Should any casual vacancy occur in the office of Auditor, the Committee shall appoint a replacement Auditor who shall hold office until the next Annual General Meeting.

dd) SOLICITOR

- (a) The Committee may appoint a Solicitor for the CLUB when required.

ee) AREC

- (a) The CLUB may establish a Section of the AREC in accordance with Clause 37 of the NZART Constitution.
- (b) The accounts of any AREC Section so established shall be Recorded separately from any CLUB Account but included with CLUB account Statements and audited accordingly.

- (c) There will be two classes of AREC membership:
 - i. REG club members, and
 - ii. Associate members who are part of AREC Waikato but are not members of REG.
- (d) Associate members will not have access to the CLUB radio room or store.
- (e) To become an Associate member, the candidate will have to submit an application form. Associate membership will be governed by clause e) (b) above.
- (f) Equipment issued to AREC Waikato by AREC head office will be stored in a suitable cupboard in the club meeting room.
- (g) AREC equipment will be issued to CLUB members and associate members when required for training or a call out. At the conclusion of any activity all equipment will be returned to the REG club room for long term storage. The AREC manager will be fully responsible for all of the equipment provided to the CLUB by AREC head office.

ff) CASES NOT PROVIDED FOR

- (a) In the event of any question arising out of the interpretation of this Constitution or in the event of a case arising for which no provision has been made in this Constitution, that question shall be settled by the Committee, provided Members are advised prior to final settlement.

gg) NOTICES

- (a) Every notice given to any member pursuant to any of these Rules shall be deemed to be sufficiently given to and served on him if posted, emailed or delivered to him at his address appearing in the CLUB's register of members. Any notice given or served by post shall be deemed to have been served 72 hours after a properly addressed notice was put in an official postal box.
- (b) Notices of general meetings are deemed to have been served to all members by publication as defined in Clauses 13 and 14 of these Rules.
- (c) The failure of by any Officer of the CLUB to give notice to any Member as required by these Rules shall not invalidate any meeting or proceeding, provided that such failure was accidental or inadvertent, except where a Special General Meeting has been notified.

hh) WINDING UP

- (a) The CLUB may be wound up voluntarily if a Special General Meeting of its members passes a resolution requiring the CLUB to be wound up and that resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty days after the resolution to be confirmed was passed.
 - i. If upon the winding up or dissolution of the CLUB, there remains after the satisfaction of all costs debts and liabilities, any property or assets whatsoever, the same shall not be paid to nor distributed among the members of the CLUB, but shall be donated or transferred to a Community

Charitable Trust or Trusts, or to any NZART Branch thereof, as the members at the final Special Meeting shall determine.