

WELLINGTON ASTRONOMICAL SOCIETY INCORPORATED
CONSTITUTION

**(Amended 7 November 2001 and 7 May 2008
and 1-September 2010)**

NAME

1. The name of the society shall be:
“WELLINGTON ASTRONOMICAL SOCIETY INCORPORATED”.

OBJECTS

2. The objects of the Society shall be:
 - (1) To encourage interest in astronomy.
 - (2) To provide a forum for members for the discussion and the dissemination of astronomical information.
 - (3) To facilitate the passing on of information from experienced members to new members.
 - (4) To provide functions and equipment whereby members may experience and participate in observational astronomy.
 - (5) To benefit the community by encouraging astronomical research, skills and knowledge by activities including displays at schools and public events.
 - (6) To benefit the community by promoting and holding lectures, meetings and discussions either between members of, or with other clubs, societies or associations of a similar nature and, if the Society should decide, to hold competitions or examinations and give prizes, awards, certificates or medals, and public events.
 - (7) To publish and circulate pamphlets, journals or other literature dealing with astronomical and related scientific subjects either free of cost or for such subscription or other remuneration as the Society may from time to time decide.
 - (8) To subscribe to, or become a member of, or co-operate with any other Society whether incorporated or not whose objectives are altogether or in part similar to those of this Society.
 - (9) To purchase, take on lease, or in exchange, or on hire, or otherwise acquire any real or personal property, or any rights or privileges which the Society shall think necessary or expedient for the purpose of attaining the objects of the Society or of its members and to sell, exchange, bail or let on lease with or without any option of purchase, any property, assets, or rights or privileges of the Society.
 - (10) To maintain and improve the quality of equipment owned by the Society which may be used by or loaned to members.
 - (11) To use the funds of the Society as the Society may consider necessary or expedient or proper in payment of the costs and expenses incurred in furthering or carrying out the objects of the Society.
 - (12) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

INTERPRETATION

3. (1) In this Constitution,

- (a) "the Registrar" and "the Act" mean respectively the Registrar of Incorporated Societies and the Incorporated Societies Act 1908 as amended from time to time and including Regulations made under the Act.
 - (b) "Financial Member" shall mean any Ordinary Member, Associate Member and Family Membership whose subscription is fully paid for the current year and has no subscription arrears due to the Society. All Life Members shall be deemed to be Financial Members. Each Family Membership shall be deemed to be not more than two Financial Members.
- (2) The Council has the sole authority for the interpretation of this Constitution and of any By-laws made from time to time by the Council. The decision of the Council upon any question of interpretation or upon any matter affecting the Society and not provided for by this Constitution or by any such By-laws shall be final and binding on its members.

MEMBERSHIP

4. (1) Membership of the Society shall be open to all persons who support the objects of the Society.
- (2) Members may be either Ordinary Members, Associate Members, Family Members, Honorary Members, or Life Members
- (3) Unless otherwise detailed in Clauses (4) through to (7) of this Article, all membership classes shall be subject to the obligations and entitled to all the rights and privileges of membership of the Society.
- (4) On the recommendation of the Council, the members of the Society in General Meeting may elect by a two thirds majority of those present and voting, any member who has rendered outstanding service to the Society to be a Life Member of the Society. Any Life Member so elected shall be entitled to all rights and privileges of membership but shall be under no obligation to pay any further annual subscription.
- (5) Associate Membership shall be open to full time students and to beneficiaries.
- (6) Family Membership shall comprise of parents or care-givers and their dependent children. All members of the family that are to be included in the Family Membership must be named on the application form. A Family Membership shall be entitled to not more than two votes at any meeting of the Society, and shall receive only one copy of Society notices and newsletters. All members of the family named in the application shall be entitled to all other rights and privileges of membership.
- (7) Honorary Membership of the Society may be granted by the Council to any person for such period and on such conditions as the Council considers fit. For the period of his or her Honorary Membership the Honorary Member shall exempt payment of an entry fee and annual subscription. The Honorary Member shall be entitled to full rights and privileges of membership except voting rights and any rights or privileges expressly excluded by Council.
5. (1) Any person wishing to become an Ordinary, Associate, Family or Honorary Member of the Society shall fill in an application form which shall be forwarded to the Membership Secretary. The Membership Secretary shall bring before Council all such applications, and unless any objection is raised by a member of the Council the applicants shall be admitted to membership.
- (2) Any member of any category may resign his or her membership by giving the Membership Secretary notice in writing to that effect. Such notice shall not release

the member from his or her obligation to pay any monies due to the Society including their subscription for the current financial year.

- (3) The Council shall have the power to expel any member who shall offend against the rules of the Society or whose conduct shall in the opinion of the Council render him or her unsuitable for membership of the Society. Before any such member is expelled, the General Secretary shall give the person at least 14 clear days written notice to attend a meeting of the Council, and shall inform them of the complaints made against them. No member shall be expelled from the Society without first having the opportunity of appearing before the Council and answering complaints laid against them, nor unless at least two-thirds of Council members present and voting at such meeting are in favour of their expulsion.
- (4) The membership year paid for by the annual subscription shall run from the 1st day of September to the 31st day of August.
- (5) If any member shall fail to pay their subscription within three months after it has become due, the Membership Secretary shall send them a notice in writing to their last known address calling upon them to pay the same within fourteen days. If they fail to pay their annual subscription, the Council may terminate their membership without further notice but without relieving such member from their obligation to pay arrears of annual subscriptions and any other moneys due to the Society.

PATRON

6. On the recommendation of the Council, the members of the Society in General Meeting may elect by a two thirds majority of those present and voting, any suitable person to be Patron of the Society for such period as the Council shall consider appropriate.

EXECUTIVE OFFICERS

7. The Executive Officers of the Society shall comprise of the President, Vice President, Treasurer and the General Secretary.

COUNCIL

8.
 - (1) The Council for the Society shall consist of up to nine elected officers - President, Treasurer, General Secretary, Editor and five maximum other elected members.
 - (2)
 - (a) The office of Vice President shall be held by one of the elected members of the Council, but not the President, Treasurer or General Secretary. The Vice President shall be elected by the Council.
 - (b) The positions and duties of the Membership Secretary, Convenor of Meetings, Activities Coordinator, Astronomical Programs Officer and Observatory Director may be allocated by the Council among the elected and any co-opted members of the Council.
 - (3) The President shall be the Society's leader and the official representative of the Society. The President shall chair Council meetings, the Annual General Meeting and any Special General Meetings of the Society, and shall oversee the implementation of the Council's mission objects, and assist all other officers as required. The President may delegate the chairmanship of ordinary meetings, and other specific duties to other members of the Council.
 - (4) The Vice President shall become Acting President when the President is absent or is unable or unwilling to act. The Vice President shall be an aid to the President, and may represent the Society on other bodies to which the Society is affiliated.

- (5) The General Secretary shall record and keep the minutes of the Society's Council meetings and shall undertake all correspondence of Council general business. He/she shall give notice to Council members of forthcoming Council meetings at least one week prior to the said meeting. This notice shall include the minutes of the last meeting and the agenda for the forthcoming meeting.
- (6) The Treasurer shall keep the accounts of the Society and undertake banking of moneys and the payments of bills. He/she shall provide financial reports to the Council, and keep the financial books of the Society.
- (7) The Editor shall promote and produce the Society's monthly newsletter and oversee its postage to members not less than one week prior to the monthly meeting of the Society. The Editor may co-opt members other than Council members as assistants.
- (8) The Membership Secretary shall keep an up-to-date list of Society members, their addresses and telephone numbers. He/she shall process membership application forms and contact and welcome all new members. He/she shall provide a members' address list to the Editor, a membership list to the Treasurer, and a telephone list to the Activities Co-ordinator and the Astronomical Programs Officer. He/she shall give notice of and collect and record subscriptions paid, and pass them to the Treasurer at the following Council meeting.
- (9) The Convener of Meetings shall organize the venue and agenda for the monthly meetings of the Society. He/she shall arrange topics and guest speakers, and shall oversee the set-up and tidy up of the venue and the provision of refreshments. The Convener of Meetings may form and chair a subcommittee to help carry out these tasks.
- (10) The Activities Co-ordinator shall organise and oversee social events including astro-camps, star parties, the Winter Solstice Dinner and the Christmas Social. He/she may form and chair a sub-committee to help carry out these tasks.
- (11) The Astronomical Programs Officer shall organise observing sessions for new members and group observations of astronomical events such as occultations, meteor showers, etc. He/she shall organize observational sections as required and liaise with the appropriate sections of RASNZ. The Astronomical Programs Officer shall be the Society's Curator of Instruments. He/she is responsible for the loan, return and maintenance of the Society's portable telescopes and other astronomical instruments. He/she may form and chair a sub-committee to help carry out these tasks.
- (12) The Observatory Director shall oversee construction works, maintenance and use of the Society's observatories and their fixed instruments. He/she may form and chair a sub-committee to help carry out these tasks.

ELECTION OF COUNCIL

9. (1) The Council of the Society Shall be elected at the Annual General Meeting. The elected Council and members co-opted or filling casual vacancies on Council shall remain in office until the close of the next Annual General Meeting.
- (2) Candidates for election to Council may be from any grade of membership but may be proposed and seconded only by Financial Members of the Society. The name of the candidate and the position for which the candidate is standing together with the names of the proposer and seconder and acceptance of nomination by the candidate shall be lodged in accordance with Article 21(a)(ii) with the General Secretary not less than 14 clear days before the date of the Annual General Meeting.
- (3) If no valid nomination for a position has been received by the General Secretary by the due date, nominations from the floor shall be called at the Annual General Meeting. Any call for nominations from the floor shall be made after the results of elections for other positions on the Council have been declared.

- (4) Where there is more than one nomination for the position of President, Treasurer, General Secretary or Editor, or more than five nominations for the ordinary members of Council, the election shall be determined by secret ballot at the Annual General Meeting. Each such candidate shall be allocated time at the Annual General Meeting, prior to the election, to address the Society on his or her candidacy. Voting shall be by financial members only.
- (5) If a position is not filled at the Annual General Meeting, or if a vacancy occurs due to the death, incapacity either temporary or permanent, or resignation of any member of the Council or for any other reason, the vacancy shall be filled by the Council either from their own members or from the other members of the Society as the Council thinks fit.
- (6) All members of the out-going Council shall be eligible for re-election.
- (7) The Council may at any time co-opt onto the Council up to two additional members.
- (8) The Council may reallocate positions and duties among its members.
- (9) The Council may invite to attend Council meetings persons and representatives of organisations who in the opinion of Council may assist the Society in the attainment of its objects. Such persons may participate in discussion at the Council meeting but shall not be entitled to vote.

COUNCIL MEETINGS

10. (1) Council meetings shall be called by the General Secretary. Reasonable notice shall be given of such meetings. If requested by the President or the Treasurer or by any two Council members, a Council meeting shall be called within 21 days of the request.
- (2) A quorum of the Council shall consist of four Council members provided always that at least one is an Executive Officer of the Society.
- (3) Each member of the Council shall have one vote and all questions arising at a Council meeting shall be decided by a simple majority vote. In the event of an equality of votes at a Council meeting, the President shall have a second or casting vote.
- (4) Except as otherwise expressly provided for herein, the Council may regulate its own proceedings.

POWERS OF THE COUNCIL

11. In addition to the other powers and authorities conferred by law, the Council shall have the following powers:
 - (1) To appoint on such terms as it thinks fit, sub-committees and to delegate to them any of its powers except those relating to finance and the election or expulsion of members. Each sub-committee shall have at least one Council member, but the Council may appoint to any such sub-committee on such terms as it thinks fit, any member of the Society or any other person who in the opinion of the Council has special skills or knowledge which can assist the Society in the attainment of its objects.
 - (2) (a) The Council may, subject to subclause (b) of this clause, enter into, do and perform all contracts, acts, matters and things in any way connected with the objects of the Society.
 - (b) Without prior approval by resolution passed by a two-thirds majority of members present and voting at an Annual General Meeting or Special General Meeting duly called for the purpose, the Council shall not:-
 - (i) Sell or otherwise dispose of the main assets or undertaking of the Society except for the purpose of renewing or replacing same, or

- (ii) Commit the Society to an expenditure or other financial obligation exceeding the annual income of this Society.
 - (c) Subclause (b)(ii) of this clause shall not apply to grants and donations received or to funds raised for a specific purpose.
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- (3) The Council may exercise the powers of the Society to borrow money in accordance with Article 15 hereof.
 - (4) The Council may effect in the name of the Society all such insurances as it thinks expedient.
 - (5) The Council may from time to time make, vary and revoke By-laws not inconsistent with this Constitution for the regulation of the internal affairs of the Society, the use of equipment owned or in use by the Society and the conduct of members. All By-laws shall, until revoked by the Council, be published from time to time in the Society's newsletter, and shall be binding on all members.
 - (6) The Council shall determine from time to time, the Bank into which the funds of the Society may be paid and shall decide on what authority money may be withdrawn therefrom. The signatories to operate the Society's bank accounts shall be any two of the Treasurer and two members of the Council designated by Council as signatories.

PROPERTY OF THE SOCIETY

- 12. The assets, property and funds of the Society shall be held in the name of the Society and may only be used, expended or applied in pursuance of the objects of the Society.

MANAGEMENT

- 13. Except as otherwise provided herein , the business and affairs of the Society and the assets, property and funds of the Society shall be under the control of and managed by the Council.

FINANCE

- 14. (1) Finances of the Society shall be administered by the Council.
- (2) The financial year of the Society shall run from the 1st day of September each year to the 31st day of August of the following year.
- (3) All Members other than Honorary Members and Life Members shall pay on being admitted to Membership of the Society an entrance fee to be fixed from time to time by the Council. No entrance fee shall be payable by a member transferring from one class of membership to another.
- (4) All members other than Honorary Members or Life Members shall pay an annual subscription to be fixed from time to time for each class of membership by the Council. The annual subscription shall be due on the 1st day of September each year.
- (5) Within one month after the end of the financial year, the accounts of the Society shall be submitted to the Society's Honorary Auditor. The Honorary Auditor shall be appointed at the Annual General Meeting. If no appointment of Honorary Auditor is made at the Annual General Meeting, or if the person appointed is unable or unwilling to act, an Honorary Auditor shall be appointed by the Council.

- (6) The Council shall cause to be kept proper minute and financial account books in which shall be kept true and complete records of the affairs, transactions, Council meetings and General Meetings of the Society.

BORROWING POWERS

15. The Council shall in addition to the other powers vested in it, have power from time to time to borrow or raise money as shall be commensurate with the objects of the Society.

ANNUAL GENERAL MEETING

16. (1) The Annual General Meeting shall be held in November each year.
- (2) An Annual General Meeting shall be held for the following purposes:
 - (a) To receive from the Council, a report, balance sheet and the statement of accounts for the previous financial year.
 - (b) To elect the Council.
 - (c) To decide upon any resolution which has been duly submitted to the meeting as hereinafter provided.
 - (d) To appoint the Society's Honorary Auditor.
 - (e) To transact any other business which the chairperson of the meeting shall rule to be in order.
- (3) Not less than 28 days notice of the Annual General Meeting shall be given in accordance with Article 21(1) to all members of the Society. The notice shall include an invitation for nominations for Council listing the positions on Council and the Constitutional requirements regarding nominations. The names of current office holders may also be listed.
- (4) Notice of any formal resolution to be moved at the Annual General Meeting, signed by the mover and seconder, shall be lodged with the General Secretary not less than 28 days before the Meeting.
- (5) Not less than seven clear days before any Annual General Meeting, the General Secretary shall send to all members notification of the names of all candidates for election to the Council, notice of any resolution to be moved by any member of which due notice has been given, and a copy of the annual accounts.
- (6) At all General Meetings of the Society, every Financial Member present in person shall be entitled to one vote on each motion and in each election. Family Memberships have not more than two votes.
- (7) The quorum for all General Meetings of the Society shall be calculated from the total number of all Ordinary, Associate, Family and Life Members of the Society. This quorum will be either 25% of the total number or 25 such Members, whichever is the lesser amount. No business shall be transacted at any General Meeting unless a quorum is present at the commencement of such a meeting. If within 30 minutes from the time appointed for the holding of the meeting a quorum is not present, then the meeting shall stand adjourned to the next scheduled normal meeting date, place, and time, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting the number of persons present and entitled to vote at the expiration of that time shall constitute a quorum.
- (8) Questions at any General Meeting of the Society shall be decided by a majority of votes of those present and voting. Such questions may be resolved on a show of hands, but the chairperson of the meeting or any 10 persons entitled to vote at such meeting may requisition a secret ballot. In the case of an equality of votes the chairperson of

the meeting shall have a second or casting vote. A declaration by the chairperson that any question or resolution has been carried or otherwise and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the question or resolution.

SPECIAL GENERAL MEETINGS

17. (1) The Council may at any time call a Special General Meeting.
- (2) A Special General Meeting shall be called forthwith upon the requisition in writing of any 10 Financial Members.
- (3) Twenty-one clear days at least before any Special General Meeting a notice of such meeting and of the business to be transacted thereat shall be given to all members of the Society.
- (4) Voting rights, the requirement of a quorum and voting procedures at a Special General Meeting shall be the same as required in Article 16.

ALTERATION OF THE CONSTITUTION

18. (1) This Constitution may be altered, added to, rescinded or otherwise amended by a resolution passed by a majority of members present and voting at an Annual General Meeting or a Special General Meeting.
- (2) Notices of Motion shall set forth the purport of the proposed alteration, addition, rescission or other amendment and shall comply with the requirements set out in Article 16(4).
- (3) Duplicate copies of any such alteration, addition, rescission or amendment shall be forthwith delivered to the Registrar in accordance with the requirements of the Act.
- (4) No addition to or alteration or recession of the rules shall be approved if it affects the objects, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

COMMON SEAL

19. The Council shall provide for the safe custody of the Common Seal of the Society which shall only be used pursuant to a resolution of the Council. Every instrument to which the Seal is affixed shall be countersigned by any two members of the Council, one of whom shall be an Executive Officer.

REGISTERED OFFICE

20. (1) The registered office of the Society shall be situated at
Carter Observatory,
Botanic Gardens,
40 Salamanca Road,
WELLINGTON

or such place as the Council shall decide from time to time.

- (2) Notice of every change in the situation of the registered office of the Society shall be duly sent to the Registrar.

SERVICE OF NOTICES

21. (1) (a) All notices to members shall be delivered in person or sent by ordinary post except that where a member has been given prior consent, notices may be sent by facsimile, e-mail or other electronic communication.
(b) Notices and nominations shall be delivered in person or sent by ordinary mail to the General Secretary, except that with the Secretary's prior consent notices and nominations may be sent by facsimile, e-mail or other electronic communication.
(c) Notices shall be deemed to have been delivered on the working day next following the day of posting or electronic transmission.
- (2) Notices served on a member under Article 5(3) of this Constitution shall be posted by registered mail addressed to the member at their last known address. Such notice shall be deemed to have been delivered on the working day next following the day of posting.

LIQUIDATION

22. (1) The Society may be put into liquidation voluntarily if the members of the Society at a Special General Meeting duly called for the purpose, pass a resolution requiring the Society to be put into liquidation, and at that meeting shall appoint a liquidator (See also Article 23).
- (2) A second Special General Meeting to confirm the resolution to put the Society into liquidation shall be held no earlier than 30 days after the date on which the first resolution was passed.
- (3) Resolutions to put the Society into liquidation must be passed by a simple majority of members present at each Special General Meeting.

DISPOSAL OF ASSETS

23. In the event of the Society being put in liquidation the appointed liquidator shall hold the assets of the Society on trust. After payment of any costs incurred by the liquidator and payment by the liquidator of all debts and liabilities of the Society, any surplus funds and remaining assets of the Society shall be distributed to an approved charitable trust, organisation or organisations in New Zealand with similar objects to the Society. Preference shall be given to such organisation or organisations as may be determined by resolution of a General Meeting of members of the Society.

**COMMON SEAL OF THE
WELLINGTON ASTRONOMICAL
SOCIETY INCORPORATED.**