

THE ROYAL SOCIETY OF NEW ZEALAND CANTERBURY BRANCH INCORPORATED

CONSTITUTION

(As amended in 2017)

The Royal Society Of New Zealand Canterbury Branch was founded in 1862 as the Philosophical Institute of Canterbury. It was affiliated with the Royal Society of New Zealand in 1868, renamed in 1936, and incorporated under the Royal Society Act 1965. Following enactment of The Royal Society of New Zealand Act 1997 the Canterbury Branch elected in 1999 to become a Regional Constituent Organisation of the Royal Society of New Zealand and a Committee of the Council of that society.

Clause 1: Name and Object

- (a) Name: The Society shall be called "The Royal Society of New Zealand, Canterbury Branch Incorporated", and is hereinafter referred to as "the Society".
- (b) The Object of the Society is to advance and promote science, technology and the humanities in New Zealand by the encouragement of scientific investigation, by the delivery of lectures and any other desirable means.
- (c) With funds from the Royal Society of New Zealand Trust, donations from members, bequests, and other funds it may obtain from time to time for this purpose, the society shall run a grants scheme for the purposes of encouraging and assisting travel by young scientists and the provision of living expenses associated with that travel, and supporting research where applicants for assistance do not enjoy substantial institutional support, and for the advancement of science in Canterbury.
- (d) The Society shall be a Regional Constituent Organisation for the Canterbury Region in accordance with section 14 of The Royal Society of New Zealand Act 1997. As required by that section, the Society declares that:
 - (i) it is able and willing to subscribe to the objects of the Royal Society of New Zealand; and
 - (ii) it agrees to represent the Royal Society of New Zealand on a regional basis; and
 - (iii) the objects of the Society are consistent with the objects of the Royal Society of New Zealand.
- (e) The Society shall be constituted as a committee of the Council of the Royal Society of New Zealand under section 28(3) of the Royal Society of New Zealand Act 1997.

Clause 2: Classes of Membership and Privileges

- (a) Ordinary Members may attend all of the Society's activities and vote at Annual and Special General Meetings. They are eligible to sit on Council and hold Office. They may join Sections and may apply to the University of Canterbury Library for borrowing privileges and shall be

included on the Society's membership and mailing lists. They may purchase publications of the Royal Society of New Zealand at members' rates.

- (b) Student Members shall be full-time students, or others approved by Council, entitled to all of the privileges of Ordinary Members.
- (c) Honorary Members shall be persons distinguished for their achievements in science, or who have rendered special service to science or to the Society. They are entitled to the privileges of Ordinary Members. Council shall nominate Honorary Members for election at General Meetings.
- (d) Retired Members shall be Members who are no longer in full time professional or business activities. They are entitled to all privileges of Ordinary Members, but pay reduced subscription rates.
- (e) Family Associate members shall be individuals residing at the same address as an Ordinary or Retired member. They shall have all the privileges of ordinary members excepting that they do not receive a newsletter and other related correspondence. Their subscription shall be discounted by an amount decided by council.
- (f) Definitions: Hereinafter, except where specified, "Ordinary Member" is taken to include Honorary, Family Associate, RSNZ Co-Member, and Retired Member. "Financial Member" is taken to exclude any member whose annual subscription remains unpaid after the due date.

Clause 3: Election to Membership

- (a) Persons seeking to become members shall apply in writing to the Secretary. Membership shall commence upon election by Council and payment of the initial subscription. The Secretary shall notify each new member of election, and shall provide a copy of the Constitution.
- (b) Rejection: Two Ordinary Members may, as advocates for a person whose membership application has been rejected by Council, appeal to a General Meeting, where a two-thirds majority by secret ballot is required for election to membership.

Clause 4: Subscriptions

- (a) Subscription Rates shall be set by an Annual or Special General Meeting of the Society. Rebates for part year initial subscriptions may be allowed by Council. Subscriptions are due and payable by March 31st, or other date fixed by Council.
- (b) Life Subscriptions for Retired Members: Council may approve the purchase of life subscriptions by Retired Members over 50 years of age, and by other Members as Council may from time to time determine. The rights of those granted Life Membership under previous Constitutions are retained.
- (c) Leave of absence may be granted by Council to members who are leaving Canterbury for 12 months or more.
- (d) Subscription Arrears: A member whose subscription is unpaid at the end of a financial year may be deprived by the Council of all or some privileges of membership. If in arrears for a further year, Council may

exclude that person from membership until arrears are settled.

Clause 5: Resignations and Expulsions

- (a) Resignations: Any member may resign by giving written notice to the Secretary and paying all subscriptions due.
- (b) Expulsions: If Council considers that the conduct of any member is prejudicial to the Society it shall call upon that member for an explanation to be submitted within a stated time. If, after hearing any explanation, two-thirds of the whole Council shall be satisfied that the complaint is well founded, Council may request that member to resign. If the resignation has not been received within the time stipulated, Council shall call a Special General Meeting of the Society to consider expulsion. At this Meeting the member shall be invited to offer an explanation, either verbally or in writing. After hearing the explanation, if any, a secret ballot of members shall be taken. If not less than two-thirds of the members present vote for expulsion, the person shall thereupon cease to be a member of the Society.
- (c) Lost Members: The Secretary shall take reasonable steps to locate a member who fails to notify a change of address. Should these fail, Council may exclude the person from membership. Council may subsequently reinstate such a person to membership upon such terms it sees fit.

Clause 6: Council and Officers

- (a) Council shall be elected from Ordinary and Student Members. It shall consist of the Officers, the Chairmen of Sections, six Councillors, and the newsletter editor.
- (b) The Officers shall be the Immediate Past President, ex officio, and, to be elected from Ordinary Members, the President, one Vice-President, the Honorary Secretary, and the Honorary Treasurer.
- (c) Election of Officers and Council: The Officers and the four Councillors shall be elected at the Annual General Meeting. Members seeking nomination shall indicate their intention and be proposed and seconded by Ordinary Members in writing. Nominations shall be for specific posts and must be in the hands of the Secretary at least three days before the meeting. If there are insufficient nominations to fill all posts, further nominations for those posts shall be received at the meeting. Where nominations exceed vacancies, the successful candidates shall be decided by secret ballot. Any vacancies, including casual vacancies, shall be filled by Council as soon as possible.
- (d) The term of office shall commence immediately after the meeting at which they were elected, and will end at the conclusion of the next Annual General Meeting.

Clause 7: Management

- (a) Powers of Council: Notwithstanding the constitution of the Society as

- a Regional Constituent Organisation or as a committee of the Royal Society of New Zealand, the property and finances of the Society shall be vested in the Council, which shall have full powers of management over the affairs of the Society, subject to this Constitution.
- (b) Representatives of the Society on external bodies shall be appointed for a term in accordance with the governing rules of said body, or where no term is specified they shall be appointed or reappointed annually by the Council.
 - (c) An Assistant Secretary or Treasurer may be appointed for the current year by Council.
 - (d) Membership of the Royal Society of New Zealand: Council shall annually approve the payment of the Subscriptions or Levies necessary to maintain the Society as a Regional Constituent Organisation of the Royal Society of New Zealand.
 - (e) The Financial Year is from January 1st to December 31st.
 - (f) An Annual Report shall be presented to the Annual General Meeting, and include a Balance Sheet and Statement of Financial Position.
 - (g) Seal: There shall be a Common Seal of the Society which shall be approved by the Council and shall be kept by the Secretary. The use of the Seal shall be authorised by a resolution of Council and authenticated by the signatures of the President or a Vice-President and of the Secretary.
 - (h) Finances: The Treasurer shall open and operate all bank and investment accounts and manage other investments such as shares. The manner of receiving and making payments shall be as determined by Council.
 - (i) Investments and Borrowings: The Council may approve any investment or borrowing subject to the provisions of the Incorporated Societies Act; however borrowings shall be repaid within 12 months.
 - (j) Subcommittees: The Council may appoint subcommittees to advise and act on behalf of Council on specified matters, provided that any action taken by such a subcommittee is reported to the next meeting of council. The membership of such committees shall include at least two officers.

Clause 8: Meetings

- (a) Council Meetings: Council shall meet at such times as it sees fit.
- (b) General Meetings shall be organised regularly by Council to present lectures and other activities of scientific interest.
- (c) Special General Meetings of the Society shall be called by Council, or by a written request signed by at least ten financial Ordinary Members. These meetings shall normally be held in conjunction with General Meetings, and be notified in a similar manner.
- (d) The Annual General Meeting of the Society shall be in March each year and shall receive the Annual Report, elect Members of Council, and conduct general business.
- (e) Meeting Notices, Agendas and Notices of Motion shall be sent in time to reach most members at least seven days prior to the meeting.

- (f) The Quorum at Annual or Special General Meetings shall be financial Ordinary Members numbering one tenth of all Ordinary Members. The quorum at Council meeting shall be half the current council, with a minimum of three.
- (g) Chairman: At meetings of the Society, the President or in his absence one of the Vice-Presidents, or a member of the Council shall take the chair. If none of these be present, the meeting shall elect a chairman.
- (h) Voting: Each financial ordinary member shall have only one vote. Proxy votes shall be accepted from members not present in a form either written or electronic in a manner notified by council with the notice of meeting. A nominated Proxy must be a financial ordinary member. Except as specifically stated, voting shall be decided by voice, or by show of hands, or by secret ballot if demanded by two members present. Where voting is equal, the chairman has a casting as well as a personal vote.

Clause 9: Public Pronouncements

- (a) Public pronouncements consistent with the objects of the Society may be made by the President or other nominee, with the approval of the Branch Council.

Clause 10: Sections

- (a) Sections of the Society may be established by resolution of an Annual or Special General Meeting for the better prosecution of branches of science, technology and philosophy. Only Ordinary Members may be Chairmen of Sections.
- (b) Management of Sections shall be in accordance with Section Rules, approved by Council. These shall include the election of the Section Chairman and Committee, and financial arrangements. Council may review these Rules as it sees fit.

Clause 11: The Constitution

- (a) Amendments to the Constitution shall require a two-thirds majority at a Special General Meeting called for the purpose of considering amendments previously notified as Notices of Motion. Amendments shall normally have effect from the beginning of the next financial year, except where specified in the Notice of Motion and subsequently approved at that meeting.
- (b) Limitation to Amendments: No constitutional amendment shall affect the exclusively charitable nature of the Society.
- (c) Changes to the constitution may be approved by postal or electronic voting subject to the Council having confidence in meeting the general intent of Clause 8 and subject to:
 - (i) Not less than 90 days prior to the commencement of the voting date draft changes shall be circulated to members and Council to provide at least 60 days for consultation and discussion among members.
 - (ii) Not less than 14 days prior to the voting date the final proposed

changes shall be circulated to members.

- (iii) Members may call a Special General Meeting under the conditions of Clause 8 (c) to discuss, approve or disapprove any of the proposed changes and the voting method provided that such a meeting is held at least 30 days prior to the voting date. For a result to be valid the number of valid votes returned must meet the quorum requirements of Clause 8 (f).

Clause 12: Winding Up

On winding up any funds remaining after payment of debts and disposal of the assets be passed to The Royal Society of New Zealand Canterbury Branch Trust.