



# NEW ZEALAND ASSOCIATION OF MODEL RAILWAY CLUBS INCORPORATED.

## CONSTITUTION

*Adopted at Linden on 31 March 1979.*

*Amended at Wanganui on 26 April 1997*

1. **NAME**

The name of the Association shall be “New Zealand Association of Model Railway Clubs Incorporated.”

2. **OFFICE.**

The registered office of the Association shall be at the office or residence of the Secretary of the Association for the time being.

3. **OBJECTS AND POWERS**

The objects and powers of the Association shall be:

- (a) To foster, encourage and support (financially and/or otherwise) model railway clubs in New Zealand.
- (b) To act as a co-ordinating link between model railway clubs.
- (c) To organise and conduct national conventions for member and affiliate clubs.
- (d) To arrange, conduct and control displays and other promotions of the model railway hobby.
- (e) To acquire by lease, purchase or otherwise any property, real or personal, and to enter into and carry out contracts and agreements for this purpose.
- (f) To sell or otherwise dispose of any property, real or personal, belonging to the Association and to surrender any lease held by it.
- (g) To borrow or raise or secure the payment of money in such manner as the Association shall think fit, including the conducting of raffles.
- (h) To invest and use the funds of the Association in such manner as it shall think fit.
- (i) To make, amend or rescind such bylaws as it shall deem necessary or expedient for the proper conduct of the affairs of the Association.
- (j) To carry out any other objective which may be in accord with the above objects of the Association, and to do all such things as are incidental to or conducive to the attainment of the above objects.

**4. MEMBERSHIP.**

- (a) Any club as hereinafter defined which is an Incorporated Society shall be eligible for membership of the Association.
- (b) Any club as hereinafter defined which is not an Incorporated Society shall be entitled to apply for affiliation with the Association. A club so affiliated shall be entitled to appoint delegates to meetings of the Association as if such affiliated club were a member of the Association, and such delegates shall be entitled to take part in and vote at such meetings as if they were delegates from a member of the Association.
- (c) Clubs wishing to join the Association as members or be affiliated shall be proposed and seconded by two member or affiliate clubs and shall be elected by a majority of those present at any meeting of the Association or its Executive.

**5. CESSATION OF MEMBERSHIP**

Member and affiliate clubs may cease to be members and affiliates respectively:

- (a) By delivering written notice of such intention to the Secretary, or
- (b) By being struck off the rolls: if the conduct of any member or affiliate club is such as to endanger the character, good order or welfare of the Association, the name of such member or affiliate club may be struck off the rolls of the Association on a resolution of a general meeting carried by a three-quarter majority of member and affiliate clubs voting in person or by proxy, or
- (c) By allowing their dues to be unpaid for ninety days.

**6. ASSOCIATES OF HONOUR.**

The Association shall have the power to elect Associates of Honour at an Annual General Meeting, providing a nomination of Associate of Honour shall first be approved by the Executive. Any Associate of Honour so elected shall be entitled to attend all meetings of the Association including meetings of the Executive at which he shall have the right to speak, but unless qualified he shall have no right to vote.

**7. OFFICERS.**

The officers of the Association shall be President, Vice-President, Secretary and Treasurer or Secretary/Treasurer, and at least two and not more than five other members (representing the areas of Auckland, Waikato/Bay of Plenty, Central North Island, Wellington and the South Island) who shall be elected to the Executive at the Annual General Meeting of the Association in each year. Persons proposed for election shall be members or member of affiliate clubs.

The Executive meetings shall be chaired by the President and in his absence by the Vice-President. Should neither be present the Executive members present shall elect their chairman.

**8. POWERS OF THE EXECUTIVE.**

The Executive shall have full power to manage and direct the affairs of the Association and to carry out and exercise the objects and powers of the Association subject to resolution of the Association in Annual or Special General Meeting, and in particular:

- (a) To authorise expenditure deemed necessary.
- (b) To decide all matters not provided for in these rules.
- (c) To fill any casual vacancy which may occur within the Executive. Such person appointed shall hold office until the next Annual General Meeting.
- (d) To deal with all offences against the rules.
- (e) To appoint sub-committees to assist them in their duties and to disband such sub-committees.
- (f) To do such other acts or performances as may be in the interest of the Association.
- (g) To invest funds in any security or securities it thinks fit provided that such security is one approved for investment of trust funds by trustees under the Trustees Act 1908 or its amendment.

**9. DUTIES OF OFFICERS**

- (a) It shall be the duty of the Secretary:
  - (i) To keep a true record of the proceedings of all meeting of the Association and of the Executive in a minute book provided for that purpose.
  - (ii) To keep or cause to be kept a correct roll of all member and affiliate clubs, the date of their election and their registered addresses.
  - (iii) To file all Association documents, records, reports and communications connected with the business of the Association and bring them before such meetings as may properly deal with them.
  - (iv) In case of inability to attend any meeting, to cause the necessary books and papers to be conveyed to the place of meeting.
  - (v) To notify each new member and associate of its admission and furnish it with a copy of the Association's constitution and bylaws.
  - (vi) To conduct the correspondence of the Association.
  - (vii) To notify member and affiliate clubs of every Special or Annual General Meeting.
  - (viii) To prepare and supply copies of current Association constitution and bylaws and parts thereof as required.

- (ix) To keep the common seal in safe custody and to control the use thereof.
- (x) To be responsible for the property of the Association.
- (b) It shall be the duty of the Treasurer:
  - (i) To receive or cause to be received all monies due to the Association and pay or cause to be paid all bills contracted by it, and keep or cause to be kept a correct account of same in books provided for that purpose.
  - (ii) To produce to the Executive prior to each Annual General Meeting a balance sheet duly audited of the receipts and disbursements of the year, and a report generally upon the finances of the Association.

## **10. MEETINGS**

- (a) The President, Vice-President, Secretary, or any two members of the Executive shall have the power to call a meeting of the Executive at any time.
- (b) The Annual General Meeting of the Association shall be held within two calendar months of the date of the end of the Association's financial year, such meeting to be convened by circular at least thirty days prior to the date of holding thereof. At this meeting the Treasurer shall submit a statement of receipts and payments and the balance sheets for the preceding year duly audited, and the Executive shall present an Annual Report and the officers and Executive for the succeeding year shall be elected.
- (c) A Special General Meeting will be called by the President, Vice-President or Secretary upon any of them receiving a written requisition from the Executive or from any two members or affiliate clubs. The Special General Meeting shall be held within sixty days receipt of such requisition, and shall be convened by circular at least thirty days prior to the date of holding thereof, specifying the business to be transacted, and no other business shall be brought before such meeting.

## **11. VOTING AND QUORUM**

- (a) At General Meetings the quorum shall be five delegates entitled to vote. Each member and affiliate club shall be entitled to two delegates, but only one of such delegates shall be entitled to vote, and the member of affiliate club in appointing delegates shall stipulate which delegate shall have the right to vote. Such vote may be by person or by proxy.

Voting at a General Meeting shall be by show of hands unless a ballot is called for.

The chairman at a General Meeting shall have a casting vote.

- (b) At Executive Meetings the quorum shall be three persons entitled to vote. The chairman shall have both a deliberative and a casting vote.

**12. ATTENDANCES**

Any member of the Executive who shall absent himself from three properly constituted meetings without obtaining leave from the chairman of such meeting shall be deemed to have resigned his position on such Executive, and the Executive may appoint such other person as it thinks fit to fill such vacancy.

**13. ALTERATION TO RULES**

- (a) These rules may be altered, added to, rescinded or otherwise amended by a resolution supported by at least two-thirds of those present and voting at any Annual or Special General Meeting of which proper notice has been given in accordance with these rules.
- (b) Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.
- (c) No such alteration, addition, rescission or amendment of these rules shall come into effect until approved by the Inland Revenue Department.

**14. BYLAWS**

- (a) Bylaws may be made, altered, added to, rescinded or otherwise amended by a resolution supported by a simple majority of those present and voting at any Annual or Special General Meeting of which proper notice has been given in accordance with these rules.
- (b) Every such notice shall set forth the purport of the proposed bylaw, addition, rescission or other amendment.

**15. FINANCIAL PROVISIONS**

- (a) The financial year of the Association ends on 28 February.
- (b) All monies received by or on behalf of the Association shall be paid forthwith to the credit of the Association in such trading or savings bank account or accounts as the Executive may from time to time determine, and all cheques or withdrawal slips drawn on those accounts shall be signed by the Treasurer and countersigned by either the President or Secretary or by a member of the Executive authorised by resolution of the Executive Meeting.
- (c) The Executive shall have power to require payment by member and affiliate clubs of an annual subscription fee.
- (d) The annual subscription fee shall be set at each Annual General Meeting.

**16. MEMBERSHIP FEE.**

Any membership or affiliation joining fee shall be decided at each Annual General Meeting and shall operate until the next succeeding Annual General Meeting.

17. **AUDIT.**

The accounts of the Association shall be audited annually by an auditor appointed at each Annual General Meeting.

18. **COMMON SEAL.**

Whenever the common seal of the Association is required to be affixed to any deed, document, writing or other instrument pursuant to a resolution of the Executive, the seal shall be affixed by the President and Secretary who shall at the same time sign the document to which the seal is so affixed.

19. **LIQUIDATION OF THE ASSOCIATION**

The members present and voting at a General Meeting may resolve that the Association be put into liquidation, under the provisions of Section 24 of the Incorporated Societies Act 1908. A second meeting shall be held not less than 30 days after the first meeting to confirm the resolution that the Association be put into liquidation and to appoint a liquidator.

20. **DIVISION OF SURPLUS ASSETS**

In the event of the Association being put into liquidation all surplus assets of the Association after payment of all costs, debts and liabilities lawfully payable by the Association, shall be distributed to incorporated societies having similar objects to the Association in such manner as shall be determined by the Association in General Meeting.

21. **INTERPRETATION.**

In this Constitution and in any Bylaws made hereunder if not inconsistent with these rules:

**Association** means New Zealand Association of Model Railway Clubs Incorporated;

**Club** means any body of not less than five persons, formed for the purposes of encouraging, promoting, fostering or supporting model railways;

**Executive** means the Executive Committee of the Association as herein constituted;

**Incorporated Society** means a society duly incorporated under the provisions of the Incorporated Societies Act 1908.

22. **REPEAL**

All previous rules of the Association are repealed.