

MODEL ENGINEERING ASSOCIATION OF NEW ZEALAND INCORPORATED
CONSTITUTION AND RULES

January, 2022

1. INTERPRETATION

In these rules unless inconsistent with or repugnant to the context: "Association" means Model Engineering Association of New Zealand Incorporated.

"General Meeting" means a meeting duly convened in accordance with these rules, of the Association, and includes the Biennial General Meeting.

"The Secretary" means the National Secretary of the Association (which includes the office of Treasurer) as constituted under these rules.

"Member Group" means an Incorporated Model Engineering or Live Steam Society which is a financial member of the Association.

2. NAME:

The name of the Association shall be "Model Engineering Association of New Zealand Incorporated".

3. OBJECTIVES:

- a) To set guidelines and national standards relating to model engineering activities.
- b) To represent and further the interests of the members on a national basis.
- c) Publish, print, distribute and advertise periodicals, books, magazines or other matter on topics of model engineering or live steam, miniature railways or of related interest to the association.
- d) To arrange and control meetings of members for discussions of matters of interest or concern to the Association or for other purposes deemed necessary or expedient for attainment or furthering of the objectives.
- e) To undertake and execute any Trusts, the undertaking or execution of which, may be deemed conducive to the promotion of the objectives of the Association.
- f) To co-operate with any other organisation whose objectives are all together or in part similar to those of the Association.
- g) To use the funds of the Association for and to do all such things as may be incidental or conducive to the attainment of the foregoing objectives.

4. MEMBERSHIP:

- a) Membership shall be restricted to Corporate Bodies having objectives all together or in part similar to those of the Association. Application for membership to be in writing to the Secretary and approved by no less than three quarters of the member groups at a Biennial General Meeting, a duly constituted special meeting or such other time as may be notified in writing. Voting may be by show of hands or secret ballot at a meeting of the Association or can be by post.
- b) Membership shall date from the 1st day of October to the 30th day of September In the following year.
- c) The Biennial General Meeting will ratify the fees and any member group whose subscription or other monies owing should remain unpaid four months after the due date shall be deemed unfinancial and shall not thereafter be entitled to exercise or enjoy any rights, privileges or advantages of membership. Renewal of membership shall be as in rule 4(a).
- d) Any member group or executive person may resign from the Association by tendering their resignation in writing addressed to the Secretary or President.
- e) If any member group fails to pay monies due by them to the Association within one month of being given written notice by the Secretary requiring the group to pay such monies, or if it shall appear to, or be represented to the Executive that any member group has been guilty of conduct inconsistent with the character, welfare or interests of the Association, or failed to abide by these rules, or brought the good name of the Association into disrepute by any acts or statements or use the name of the Association for private gain, then the Executive may call a Special General Meeting after having given the offending group every opportunity to explain its action. The decision whether to continue the membership of any such group shall be decided at the Special General Meeting by a majority of those groups represented. The membership group will be informed in writing of the decision of the meeting.

5. EXECUTIVE:

- a) The Executive of the Association shall be:
 - President
 - Vice President
 - Secretary
 - One representative each from the North and South Islands.
- b) At any meeting of the Association the Executive may co-opt for a specific duty any individual(s) of member groups.
- c) The Executive shall be elected biennially by voting of the member groups' delegates at the Biennial General Meeting or by postal voting no later than five (5) months following the end of the financial year. The South Island and North Island representatives shall be elected by their respective island member groups.
- d) The office of any Executive may become vacant should that Executive resign in writing to the Association or be removed from office by a simple majority of member groups.

- e) Should the position of any Executive become vacant through the provisions of 5(d) or death, the Executive may fill that position by co- opting an individual(s) from a member group until the next Biennial General Meeting. (Subject to that, if the position is one of an Island Representative then that member shall be from the respective island).

6. GENERAL MEETINGS:

- a) The Biennial General Meeting of the Association shall be held in conjunction with the biennial New Zealand Model Engineers Convention during January/February of every second year. Should the Convention be deferred for any reason, the Biennial General Meeting will be held at a time and place that is agreed to by the majority of members of the Association.
- b) In the event that the Biennial General Meeting is not able to take place within a time scale acceptable to all Member Groups the matters so advised of in the Agenda will be decided by postal ballot.
- c) The business of the Biennial General Meeting shall be to receive the President's Report, Statement of Accounts and Balance Sheets for the preceding two years, set subscriptions for the ensuing two years, to consider and deal with any notices of motion, to elect the Executive for the ensuing two years and to transact any other general business of the Association.
- d) A Special General Meeting of the Association may be summonsed at any time by order of the Executive.
- e) A Special General Meeting may also be convened upon requisition of eight (8) member groups. This requisition shall be in writing addressed to the Secretary and shall set forth the business for which the meeting is required at least forty two (42) days clear of the meeting date.
- f) Twenty eight (28) days clear notice shall be required for all General Meetings, and such notice shall specify the place, day and hour of the meeting and the nature of the business to be considered thereat and shall be given by the secretary in writing to every member group. The accidental omission or non-receipt by any member group of such notice shall not invalidate the proceedings of any meeting.
- g) No business shall be transacted at any General Meeting unless a quorum of seven (7) member group representatives are present. (One representative from each member group).
- h) The President shall preside as Chairperson at all General Meetings unless the President is unable to do so. The meeting will then appoint a Chairperson for that meeting.
- i) At all General Meetings all member groups present shall each have one vote on each motion. Should an equal vote result the Chairperson shall have the casting vote. Voting shall be by show of hands or by secret ballot should a member group request one.

7. MANAGEMENT:

- a) The management of the affairs and business of the Association shall be vested in the Executive, who may exercise all powers and do all things that may be exercised or done by the Association and that are not directly or expressly required by these rules to be done by the Association in a General Meeting.
- b) The President shall present at the Biennial General Meeting a report of the activities of the Association for the preceding two years.

8 SECRETARY/TREASURER:

- a) The Secretary shall keep proper minutes of all General Meetings, furnish to the Registrar of Incorporated Societies the Annual Financial Statements and generally perform such duties and functions as shall from time to time devolve upon the Secretary under these rules and such other duties and functions as are usual to the office of Secretary.
- b) The Secretary shall collect and account for all subscriptions and other monies payable to the Association, bank the same to the Association banking account, disperse by way of account or in a manner directed by the financial members from decisions made at any General Meeting and keep proper account of the Association affairs. At close of the financial year prepare and submit to audit a statement of the accounts and balance sheet and present same to the Biennial General Meeting for the preceding two years.

9. AUDITOR:

The Auditor shall be appointed by the Biennial General Meeting and shall examine and report on the Annual Statement of Accounts and Balance Sheet.

10. FINANCIAL:

- a) The Association banking account shall be operated by the Secretary at such a bank convenient to the Secretary, who shall also have control of Association funds.
- b) The Association's financial year shall end on the 30th day of September in each year.
- c) Audited copies of the Annual Statement of Accounts and Balance Sheet together with the biennial President's Report shall be forwarded to each financial member group twenty eight (28) days prior to the Biennial General Meeting.
- d) No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

11. INDEMNITY:

The Executive of the Association and any members appointed to special positions within the terms, shall be indemnified by the Association against all disbursements, expenses, liabilities and losses incurred by them in or about the discharge of their duties except as shall happen from their wilful act, neglect or default.

12. NOTICES:

Any notices required to be given under these rules shall be in writing and may be served either personally or by post in a prepaid letter addressed to the member group at the address last notified by them to the Secretary. If given by post it shall be deemed to have been given at the time when the letter containing same would have been delivered in the ordinary course of post.

13. REGISTERED OFFICE:

The Registered Office of the Association shall be the private address of the Secretary .

14. COMMON SEAL:

The Common Seal of the Association shall bear the Registered Name of the Association and shall be kept in the custody of the Secretary. It shall, after resolution of the majority of the member groups of the Association, be affixed to any instrument, deed or document in the presence of the Secretary and another nominated member of a financial member group and who shall subscribe their names and offices thereto as witnesses.

15. DISSOLUTION:

A majority of members, in simple majority, present and entitled to vote at a General Meeting may resolve that the Association be wound up voluntarily. If such resolution be confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed, then the Association shall be wound up from a date to be nominated in such a resolution.

If, on winding up, there remains any property whatsoever after the satisfaction of all debts and liabilities, the said property shall be paid over to one or more organisations approved by the meeting, having charitable objectives of an historical, educational or recreational nature, such organisations being approved as charitable bodies by the Commissioner of Inland Revenue for the time being. Upon compliance with the Incorporated Societies Act notice of such resolution shall be sent to the Registrar of Incorporated Societies.

16. PUBLIC STATEMENTS:

Public statements on behalf of the Association shall only be made by the President or person nominated by the Executive in his absence.

17. MATTERS NOT PROVIDED FOR:

If any matter should arise which is not, or in the opinion of the Executive is not provided for under these rules, the Executive shall act in a manner they see appropriate. The Executive must then, within ten (10) days notify all member groups of their actions. A permanent solution shall then be put in place at the soonest.

18. RULES:

- a) These rules shall not be amended, rescinded or added to except by a resolution in that regard passed by a simple majority of the member groups present at a Biennial General Meeting or a Special General Meeting convened for that purpose or unless such proposed amendment, addition or recession shall have been notified in writing to the Secretary at least thirty (30) days before the meeting, and any such amendment, addition or recession shall not be valid until accepted by the Registrar of Incorporated Societies.
- b) In the case of Rule 10 (d) and Rule 15 no change shall be made.
- c) A copy of these rules and any subsequent amendments shall be forwarded to all member groups by the Secretary and no member group shall be absolved of the affect of them on the grounds that they do not have full knowledge of them, or any provision of them.