

# Rules of The Radio Frequency Users Association of New Zealand Incorporated

## Section 1 – Name, Objects and Particulars

### 1. Name

- 1.1 The name of the Society is The Radio Frequency Users Association of New Zealand Incorporated (the “Association”).

### 2. Objects

- 2.1 The objects of the Association are:

- (a) To protect the availability and access of spectrum in New Zealand
- (b) To support, grow and enhance the radio communications industry in New Zealand
- (c) To encourage the proper use of radio communications equipment
- (d) To affiliate or to join or to act in conjunction with any other Association, Federation, firm, person, club or body having or including objects compatible with those of the Association whether such Society, Association, Federation, club or body be incorporated or unincorporated and whether its operations are limited to New Zealand or not
- (e) To make rules and regulations for the carrying out any of the aforesaid purposes

### 3. Particulars

- 3.1 The following terms have the meanings given to them where the context permits:

<u>Term</u>	<u>Meaning</u>
Annual Meeting Month:	within two months of the end of the financial year
Balance Date:	31 March
Financial Authorisations:	the joint authorisation of two of the Chairman, Deputy Chairman, Secretary or Treasurer
Committee:	A committee comprising of 9 members: <ul style="list-style-type: none"><li>a) A Chairperson</li><li>b) A Deputy Chairperson</li><li>c) A Secretary (who may also be the Treasurer)</li><li>d) A Treasurer</li><li>e) Five or six other Committee Members</li></ul>

<u>Term</u>	<u>Meaning</u>
Financial Year:	The year ending on the Balance Date.
Membership Year:	1 July - 30 June
Quorum for Committee Meetings:	5 members of the Committee
Quorum for Members' Meetings:	10% of the members
Societies Address:	as agreed from time to time by majority of Committee

## **Section 2 – Membership**

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### **4. Members**

- 4.1 Any individual person active or with an interest in radio communications can be a Member.
- 4.2 A corporate body or any other person who is not an individual can be a Member.
- 4.3 Membership Applications must be sent or given to the Secretary.
- 4.4 Membership must be approved by a majority of the committee
- 4.5 Membership becomes active after full membership fees have been paid

### **5. Meetings of Members**

#### Notice of meetings

- 5.1 Every Member must be sent written notice of each meeting of Members.
- 5.2 The notice must be sent at least 20 Working Days before the meeting.

#### Contents of notice

- 5.3 Each notice must include:
  - (a) date, time and place of the meeting;
  - (b) an agenda for the meeting;
  - (c) the text for any special resolution to be put to the meeting.

#### Omission to send notice

- 5.4 The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member will not invalidate the proceedings at that meeting.

### Chairperson

- 5.5 The Chairperson will chair all meetings of Members.
- 5.6 If the Chairperson is not present within 15 minutes of the start time, the Deputy Chairperson will chair the meeting.
- 5.7 If neither the Chairperson nor the Deputy Chairperson is present at the meeting within 15 minutes of the start time, those present may elect a Chairperson for that meeting. Quorum
- 5.8 Subject to the rest of this clause no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.
- 5.9 If a quorum is not present within 30 minutes of the start time for the meeting, the meeting may be adjourned to a time within 4 hours of the original start time, or alternatively to a date (at least 5 Working Days later) and at a time and place fixed by those Members who are present.

### Adjournments

- 5.10 The Chairperson may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.11 The Chairperson must adjourn the meeting as above if directed to do so by the meeting. Voting
- 5.12 Voting at each meeting of Members will be by:
- (a) voting by voice; or
  - (b) voting by show of hands, or
  - (c) voting by ballot

The Chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Member entitled to vote.

- 5.13 In case of equal voting results, the Chairman shall have a casting vote in favour of the status quo and the matter shall be put on the agenda of the next meeting.
- 5.14 A declaration by the Chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact. If the voting is by ballot, there will a unanimous declaration by the Chairman and Secretary after independent counting of the ballot papers
- 5.15 Subject to these Rules every financial Member present has 1 vote.

### Decisions

- 5.16 All decisions of Members' meetings will be made by a majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

### Proxies

- 5.17 A Member may appoint a proxy to vote on behalf of the Member at a meeting of Members.
- 5.18 The appointment must be in writing and received by the Secretary at least 24 hours before the start time for the meeting.
- 5.19 The appointment may require the proxy to vote in the manner specified in the appointment.
- 5.20 A Member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present.

### Postal ballot

- 5.21 The Committee may seek any resolution of Members by postal ballot.
- 5.22 The rules applying to quorums and voting will, with any necessary changes, apply to postal ballots.
- 5.23 The Committee must make sure that Members are fully informed of all relevant issues relating to a postal ballot.
- 5.24 The Committee may otherwise decide how to conduct a postal ballot.

### Minutes

- 5.25 Minutes must be kept of all proceedings at all Members' meetings.
- 5.26 Minutes must be signed by the Chairperson after they have been passed as a true and accurate reading of the meeting.

### Other proceedings

- 5.27 Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.

### Procedural omissions

- 5.28 The inadvertent omission of any procedural requirement for any Members' meeting will not invalidate the proceedings at that meeting.

## **6. Annual Meeting**

- 6.1 An annual meeting of Members should be held every year (the "Annual Meeting") in the Annual Meeting Month.

- 6.2 The following business will be considered at the Annual Meeting:
- (a) Receipt from the Committee of a report, balance sheet and statement of accounts for the preceding year.
  - (b) The election of the Committee.
  - (c) Consideration of the Membership Fee for the coming year and recommendation to the incoming committee
  - (d) Consideration of any proposed special resolution of Members which must have been received by the Secretary in writing at least 20 Working Days before the date of the meeting unless it is proposed by the Committee.
  - (e) General business.
- 6.3 Failure to hold the Annual Meeting in the Annual Meeting Month will not invalidate the proceedings of an Annual Meeting which is held in any other month.

## 7. **Membership Fees**

### Amount of membership fee

- 7.1 An annual Membership Fee will be fixed from time to time by the Committee.
- 7.2 Members joining within the first 6 months of the membership year will pay the full membership fee.
- 7.3 Members joining in the last 6 months of the membership year, provided they have not been a member in 3 previous years, will receive a 50% discount on the annual membership fee for the first year.
- 7.4 Membership fees are due 30 days after invoice date.

### Loss of rights

- 7.5 No person whose Entrance Fee or Membership Fee is due and not paid may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

## 8. **Termination of Membership**

### Preliminary decision to remove member

- 8.1 The Committee may decide to consider ending the membership of any Member:
- (a) if any payment due by the Member to the Association is at least 30 days overdue; or
  - (b) if the Member fails to observe these Rules or any regulations made under these Rules; or

- (c) if the Committee considers that the conduct of the Member has adversely affected the reputation of the Association or may do so.

Notice to member

8.2 The Committee must then:

- (a) Give the Member written notice of its decision and the reasons for it.
- (b) Allow the Member a reasonable time to remedy any default which can be remedied.
- (c) Give the Member a reasonable time and opportunity to explain his or her actions.

Member's right to explain

8.3 The Member may explain his or her actions:

- (a) By letter to the Committee.
- (b) In person before the Committee either with or without a representative.
- (c) By a representative who appears before the Committee.

Removal of member

8.4 The Committee may by special resolution decide to terminate the Member's membership if:

- (a) the default cannot be remedied or is not remedied within the time allowed by the Committee; and
- (b) the Member does not offer an explanation within the time allowed; or (c) the Committee does not accept the Member's explanation.

The Committee must then give written notice of termination to the Member.

Resignation of members

8.5 A Member may resign from the Association by giving at least 15 Working Days prior written notice to the Secretary.

8.6 The Committee may decline to accept the resignation of a Member until all moneys due by the Member to the Association have been paid.

8.7 Acceptance of a resignation will not limit the operation of the following rule.

Consequences of termination of membership

8.8 A person who ceases to be a Member for any reason:

- (a) will still be liable to the Association for payment of all moneys which are due for payment before his or her membership ends; and

- (b) must immediately return to the Secretary all the Association's property which is in the person's possession or control; and
- (c) must not hold himself or herself out in the future as a Member of the Association.

### **Section 3 – Committee**

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#### **9. Nominations, elections and responsibilities**

- 9.1 Nominations for the Committee must be supported by two members a proposer and seconder respectively
- 9.2 The committee is elected at the Annual General Meeting
- 9.3 If a committee member should resign or otherwise become unavailable during the year, the remaining committee members can elect a replacement
- 9.4 The Committee will be responsible for the conduct of the Association's affairs.
- 9.5 If, however, a Members' meeting gives the Committee any valid directions the Committee must exercise its powers in accordance with those directions.
- 9.6 The committee can engage, employ and dismiss servants and agents for the purposes of this Society.

#### **10. Rules of representation**

- 10.1 A member may only represent the committee or the Association when expressly authorised or appointed to do so by the Association.
- 10.2 When a member is representing the committee or the Association the member must at all times act in the best interests of the Association.

#### **11. Rules of conflict of Interest**

- 11.1 All committee members are expected to comply with the following Code of Conduct:

##### Duty of Fidelity

- 11.2 Committee members owe a duty of loyalty and fidelity to the Association. Committee members are expected to perform their duties on behalf of the Association faithfully, diligently and to the best of their abilities.

##### Conflict of Interest

- 11.3 Committee members must never allow themselves to be placed in a position where their personal interests are in conflict (or could be in conflict) with the interests or business of the Association.

11.4 Committee members must avoid any situation or activity that compromises, or may compromise, their judgement or ability to act in the best interest of the Association.

## 12. **Disclosure of Potential Conflicts**

12.1 Committee members must promptly disclose to the Association material information regarding any relationship, ownership or business interest (other than non-controlling investments in publicly-traded corporations), whether direct or indirect, that the committee member or a member of his/her immediate family has with any person, or in any business or enterprise, that competes with the Society; or has interests contrary to the best interests of the Society

## 13. **Committee Meetings**

### Notice of meetings

13.1 At least 10 Working Days prior written notice of all Committee meetings must be given to each Committee Member.

13.2 This notice requirement may, however, be waived for any Committee meeting or meetings if all the Committee members agree to the waiver.

### Chairperson

13.3 The Chairperson will chair all Committee meetings.

13.4 If the Chairperson is not present within 15 minutes of the start time, the Deputy Chairperson will chair the Committee meeting.

13.5 If neither the Chairperson nor the Deputy Chairperson is present at the Committee meeting within 15 minutes of the start time those present may elect a chairperson for that Committee meeting.

### Quorum

- 13.6 Subject to the rest of this clause no business may be transacted at a Committee meeting if a Quorum for Committee Meetings is not present.
- 13.7 If a quorum is not present within 30 minutes of the start time for the meeting, the meeting may be adjourned to a time within 4 hours of the original start time, or alternatively to a date (at least 5 Working Days later) and at a time and place fixed by those Members who are present.

### Adjournments

- 13.8 The Chairperson may adjourn a Committee meeting from time to time and from place to place, but no business can be transacted at any adjourned Committee meeting other than the business left unfinished at the Committee meeting from which the adjournment took place.
- 13.9 The Chairperson must adjourn the meeting as above if directed to do so by the Committee meeting.

### Voting

- 13.10 Voting at each Committee meeting will be by:
- (a) voting by voice; or
  - (b) voting by show of hands.

The Chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Committee member.

- 13.11 In case of equal voting results, the Chairman shall have a casting vote in favour of the status quo and the matter shall be put on the agenda of the next meeting.
- 13.12 A declaration by the Chairperson of a Committee meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 13.13 Every Committee member present has 1 vote.

### Decisions

- 13.14 All decisions of Committee meetings will be made by a majority of the votes of the Committee members present and entitled to vote unless these Rules provide otherwise.

### Minutes

- 13.15 Minutes must be kept of all proceedings at all Committee meetings.
- 13.16 Minutes must be signed by the Chairperson after they have been passed as a true and accurate reading of the meeting

#### Telephone conference

- 13.17 Committee meetings may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Committee members participating can at all times during the meeting hear and communicate with all of the other participating Committee members.

#### Omissions

- 13.18 The inadvertent omission of any procedural requirement for any Committee meeting will not invalidate the proceedings at that meeting.

### **Section 4 – Financial**

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#### **14. Funds and Accounts**

##### Funds to be banked

- 14.1 All funds received by the Society must be paid into its bank account.

##### Financial transactions

- 14.2 All expenses made from Society funds shall be pre-approved by a majority of the committee.
- 14.3 All financial transactions made from Society funds shall be authorised by 2 Financial Authorisers.

##### Investment

- 14.4 The Society may invest its funds as it thinks fit.

##### Annual accounts

- 14.5 The Committee must arrange for annual accounts of the Society to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year.
- 14.6 The annual accounts for the preceding Financial Year must be submitted to each Annual Meeting.

##### Reviewer

- 14.7 The annual financial statements must be prepared by a Chartered accountant prior to the annual general meeting.

## Section 5 – General

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### 15. Rules and Regulations

#### Regulations

- 15.1 A Member's meeting may by special resolution make and change regulations concerning its business and the conduct of its Members.
- 15.2 The regulations must not be inconsistent with these Rules.

#### No rules

- 15.3 If anything for which there is no applicable Rule or regulation arises the matter will be decided by the Committee.
- 15.4 The Committee's decision will be final.

#### Alteration to rules

- 15.5 These Rules may be changed by a special resolution of a meeting of Members at which at least 30% of the members are present.

### 16. Registered Office

#### Situation of registered office

- 16.1 The Society's Address will be its registered office.

#### Change of registered office

- 16.2 The Committee may change the Society's Address from time to time.

#### Notice of change

- 16.3 The Committee must give the Registrar of Incorporated Societies and the Members written notice of any change of the Society's Address.

### 17. Service of Notices

#### Service by post or delivery

- 17.1 Every notice required to be given to a Member (including a Committee member) will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business, in accordance with points 5.1, 5.2 and/or 13.1

#### Personal service

17.2 Notices may be given to Members (including Committee members) in person, in accordance with points 5.1, 5.2 and/or 13.1

## 18. Liquidation

### Members' liquidation

18.1 A Members' meeting may appoint a liquidator (the "Resolution").

18.2 The Resolution must then be confirmed by another Members' meeting held at least 30 days after the Resolution was passed.

18.3 The Society may then be placed into liquidation.

### Surplus assets

18.4 On liquidation the Society's surplus assets (after the discharge and payment of all of the Society's liabilities) will be paid:

- (a) to an institution having objects similar to those of the Society and chosen by the Members or, by the Committee, if the Members do not choose; or
- (b) if no appropriate institution can be found to a charity or charities in New Zealand chosen by the Members or, by the Committee, if the Members do not choose.
- (c) Surplus assets may not be directly or indirectly distributed to the Members.

## 19. Definitions and Interpretation

### Definitions

19.1 In these Rules:

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|----------------------|--|
| "Act"                | means the Incorporated Societies Act 1908.   |
| "special resolution" | means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.  |
| "Working Day"        | means a day when registered trading banks are open for business in the province in which the Society's registered office is situated.  |
| 'Post' or "Postal'   | to include" Electronically" in all instances where written notice is required: i.e an annual general meeting, ballot vote or termination of membership appears in these Rules. |

### Interpretation

19.2 In these Rules:

- (a) a reference to a person includes any other entity or Society recognised by law and the reverse;
- (b) words referring to the singular include the plural and the reverse;
- (c) clause headings are for reference purposes only; (d) a reference to a statute includes:
  - (i) all regulations under that statute; and
  - (ii) all amendments to that statute; and
  - (iii) any statute substituting for it which incorporates any of its provisions;
- (e) all periods of time or notice exclude the days on which they are given.