

**Royal Astronomical  
Society of  
New Zealand**  
(Incorporated)



**Society Rules and By-Laws**

**Revision Date May 2008**

Reference within these Rules to the terms Member, Ordinary Member, Student Member, Fellow, Affiliated Society and Corporate Member shall be deemed to mean financial Member, financial Ordinary Member, financial Student Member, financial Fellow, financial Affiliated Society and financial Corporate Member.

### **NAME**

1. The name of the Society is the Royal Astronomical Society of New Zealand Incorporated, hereinafter referred to as the Society.

### **OBJECT**

2. The object of the Society shall be the promotion and extension of knowledge of astronomy and related branches of science.

### **MANAGEMENT**

3. Council shall consist of those members elected or appointed to office in accordance with Rules 49 to 54.
4. The Executive Committee shall consist of four members of Council as defined in Rule 55.

### **MEMBERSHIP**

5. The members of the Society shall be those persons and bodies who joined the Society before the date these amended Rules came into force and those admitted thereafter, in accordance with the Rules.
6. There shall be the following classes of members:
  - (a) Ordinary Members
  - (b) Student Members
  - (c) Honorary Members
  - (d) Fellows
  - (e) Affiliated Societies
  - (f) Corporate Members

### **ORDINARY AND STUDENT MEMBERS**

7. Every person wishing to become an Ordinary or a Student Member shall apply in the form prescribed from time to time by Council. Applicants shall be admitted at the next meeting of Council, or the Executive Committee, if the majority is in favour, and shall be notified of their election by the Executive Secretary.
8. Student Members shall be limited to full time students at any educational institution and shall each year make a written declaration that they are such.
9. Student Members shall have all the rights and privileges of Ordinary Members, except that of nominating Honorary Members.

### **HONORARY MEMBERS**

10. The Society may invite distinguished astronomers, not resident in New Zealand, to become Honorary Members.
11. A motion to appoint an Honorary Member shall be forwarded to Council, supported by the written nomination of five Ordinary Members or Fellows, and submitted for confirmation or rejection by simple majority vote of those present at an Annual General Meeting to which due notice has been given.
12. No Annual General Meeting shall appoint more than one Honorary Member, and their total number shall at no time exceed six.
13. Honorary Members shall not be obliged to pay a subscription, and shall be entitled to all the rights and privileges of Ordinary Members, except that of holding office.

### **FELLOWS**

14. Fellowship of the Society shall be a distinction conferred upon members who have made notable contributions to either amateur or professional astronomy, or who have performed special services to the science or to the Society.
15. Fellows shall be those persons who were Fellows at the time these Rules came into force and those persons duly elected thereafter in accordance with the Rules. Fellows shall be entitled to all the rights and privileges of Ordinary Members.

16. Fellows must be resident in New Zealand at the time of their appointment, and have been resident for at least three years prior to their nomination.
17. Fellows shall be elected by a two-thirds majority of members present at an Annual General Meeting, upon the recommendation of both Council and the Fellowship. Not more than one Fellow may be elected at any such Annual General Meeting. The total number of Fellows shall not at any time exceed twenty.
18. Any three Ordinary Members, Student Members or Fellows, and any Affiliated Society may propose the name of a nominee for the Fellowship to Council. The proposal shall be in writing, and shall include a full supporting statement of no more than 500 words, not including references to publications, establishing the suitability of the candidate.
19. Upon receiving a nomination, the Secretary shall write in confidence to all Fellows, providing them with copies of the proposal and supporting statement, and also with a copy of the Rules of the Society as they pertain to the election of new Fellows, and requesting them to respond within 21 days with their support for or against the nomination. For any nomination to go forwards, a two-thirds majority of all Fellows must vote in favour of the nomination. Nominations and supporting documents must be received by the Secretary at least 3 months prior to the next Annual General Meeting.
20. If one or more nominations for Fellowship have been recommended to Council by the Fellows as stipulated by Rule 19, the Secretary will then send such nominations and supporting statements to all members of Council at least one month before the next Annual General Meeting. Council will select that one nomination in any given year as the leading nomination which they consider most worthy of election to the Fellowship, and having done so, will vote within 21 days of receiving the nominations on whether that one nomination will be placed on the agenda of the next Annual General Meeting. At least two thirds of all members of Council must support the leading nomination for it to be placed on the agenda at the next Annual General Meeting.  
  
Any complete nomination which has been sent to the Secretary by the stipulated date and which has been approved by a two-thirds majority of the Fellows, but which does not reach the agenda of the next Annual General Meeting shall be retained for reconsideration by the Councillors in the following year. A nomination shall lapse if after three such years it still has not reached the agenda of an Annual General Meeting. A nomination which is not approved by the members at an Annual General Meeting shall in any case lapse therewith.
21. The names of Fellows appointed shall be recorded in the Register of Fellows and in the Society's Journal, together with a brief citation giving the reason for the award.
22. Each Fellow shall receive a certificate of Fellowship, bearing the signatures of the President and the Executive Secretary.
23. Fellows shall be entitled to style themselves Fellow of the Royal Astronomical Society of New Zealand and to use the abbreviation FRASNZ.

#### **AFFILIATED SOCIETIES**

24. Any organisation whose objects are substantially included within those of the Society may, with the approval of two-thirds of those present at a meeting of Council, become an Affiliated Society.
25. (Deleted)
26. Each Affiliated Society shall forward to Council each year an Annual Report and an audited statement of its income and expenditure. Each Affiliated Society shall forward to the Society one copy of each of its publications.
27. An Affiliated Society may adopt, retain or alter its own constitution, rules and by-laws, provided only that these shall in no way conflict with the rules of the Society. If Council believes that existing or proposed rules of an Affiliated Society do or may conflict, it may require the Affiliated Society to repeal or make suitable amendments to them.
28. The Society shall have no control over the property or assets of an Affiliated Society, unless it has become part owner, creditor, mortgagee, lessor, or has otherwise acquired legal title to exercise restraint.
29. An Affiliated Society shall receive without charge one copy of each circular, notice, journal or other publication issued to Ordinary Members. Further copies may be supplied in such quantities and on such terms as Council may determine.

30. Council may, upon the agreement of two-thirds of those present at a meeting, suspend or terminate the membership of an Affiliated Society, provided that at least twenty-eight days notice of the proposed action, prior to such meeting, shall have been given to each member of Council and to the Affiliated Society concerned, setting out the reasons for such proposal.

### **SECTIONS**

31. (a) The Sections of the Society shall be those groups of persons, whether members of the RASNZ or not, not normally restricted to any particular region, national or international, united in projects with common goals, that exist as Sections at the time these Rules come into force or are subsequently accepted as Sections of the Society in accordance with the By Laws regarding Sections then in force.
- (b) Sections shall be financially independent of the Society. Funds collected by them shall not be part of the Society's funds. Sections shall be responsible for their financial and other obligations and may not bind the Society to any such obligations without the written authority of Council.

### **CORPORATE MEMBERS**

32. Any corporate body upon consideration of an agreement to make an annual contribution of at least five subscription units to the funds of the Society, may be admitted by Council to Corporate Membership by approval of two-thirds of those present at a Council meeting.
33. Each Corporate Member may appoint a Representative with power to speak and to vote at General Meetings of the Society, but not to hold office unless the representative be an Ordinary Member or Fellow.
34. Corporate Members shall have the right to advertise such membership, and may, as approved by Council, display exhibits, literature, instruments and techniques during meeting periods. Corporate Members shall be listed in the Journal and shall receive the Annual Report of Council.

### **EVIDENCE OF MEMBERSHIP**

35. The signing of a membership application or the payment of a subscription shall be conclusive evidence of agreement to be bound by the Rules and By Laws of the Society, but no person so doing shall enjoy the rights and privileges of membership until duly admitted by Council, and the initial subscription paid.

### **TERMINATION OF MEMBERSHIP**

36. Any member may resign from the Society by notice in writing delivered to the Executive Secretary of the Society and shall thereupon cease to be a member as soon as all arrears of subscription and the current year's subscription have been paid.
37. Council may by resolution terminate the membership of any member if any subscription payable is in arrears for more than six months.
38. If at any time it shall appear to Council that a member has seriously infringed the Rules, or has been guilty of conduct unbecoming a member, or detrimental to the interests of the Society, Council may, by resolution, take such disciplinary measures, including expulsion, as it deems necessary to protect the interests of the Society. At least twenty-eight days before the meeting at which the matter is to be considered the member concerned shall be given, by registered letter sent to the member's last known address, notice thereof and of the allegation made against the member. The member shall have the opportunity, orally or in writing, to submit to the meeting any explanation or defence the member considers fit.
39. If Council, after due consideration, considers the charge against a member unfounded Council shall reimburse the member for any reasonable expenses incurred in that member's defence.
40. If the charge brought by Council is upheld, the Member so charged shall have the right of appeal to an Annual General Meeting, and the appeal shall be heard under Rule 65 (f) hereof.
41. A General Meeting shall have power to reverse an expulsion resolution by two-thirds of the members present and voting on the proposal at the meeting.
42. Any person ceasing to be a member of the Society shall forthwith cease to have any right or claim respecting the property of the Society which he or she would otherwise have had by reason of their membership.

## REGISTER OF MEMBERS

43. The Society shall keep a Register containing the names of its members, their addresses and occupations, and the dates on which they became and ceased to be members. It shall also list the dates of any office held, and of awards by the Society.

## THE COUNCIL

44. Responsibility for the management of the Society's affairs and property shall be vested in a Council, subject only to the limitations expressed in these Rules.
45. Council shall engage, remunerate, control and dismiss any servants and paid officials of the Society and shall make any payments for expenses or otherwise howsoever it thinks fit in the interests and for the purposes of the Society. It shall exercise all such administrative powers as may be necessary to carry into effect the purposes of the Society.
46. Pursuant to the powers vested in the Council it is hereby expressly directed that Council may perform and exercise, the following powers:
- (a) To (on such terms and conditions as may to Council seem fit) purchase, take on lease, or hire, or in exchange or otherwise acquire any real or personal property and any rights and privileges and lease, let or hire by bailment or otherwise, sell, surrender and grant surrenders of the same, or exchange or otherwise dispose of the same as Council may deem necessary or expedient in the best interests of the Society, provided that no such property of a value exceeding \$5000 shall be purchased or disposed of without the previous consent of the Society, given at a General Meeting.
  - (b) To execute mortgages over land purchased or acquired securing the balance of any purchase monies outstanding.
  - (c) To purchase, construct and maintain buildings, fences, machinery and other works as the Council considers necessary for the use of the Society.
  - (d) To borrow or raise money upon mortgage of the real or personal property of the Society, or any part or parts thereof, or upon debentures of the Society, and may pledge or issue such debentures charging the whole or any part of the assets of the Society and may execute mortgages to secure such debentures and borrow money from bankers and other persons, with or without security, provided that no sum exceeding the annual estimated income of the Society in the current year shall be borrowed by the Council under the provisions of this sub-clause without the previous consent of the Society given at a General Meeting. But the Council may without such consent borrow money for the purpose of renewing or replacing any existing mortgage.
  - (e) To invest the funds of the Society upon mortgage of real or personal property, Government stock or debentures, or deposit the same with bankers, or any other persons at interest, as the Council may from time to time think fit.
  - (f) To execute all such deeds and documents, in the name and on behalf of the Society, as the Council may think fit in connection with the business of the Society.
  - (g) To enter into all such negotiations, contracts and agreements in the name or on behalf of the Society as the Council may deem expedient.
  - (h) To engage the services of any Trustee Company under "The Trustee Companies Act" to manage any trust fund or other fund and in that event the powers of investment of the Trustee Company shall not be restricted to any of those expressed in sub-clause (e) hereof but shall extend to such powers as may be agreed upon between the Council and the Trustee Company.
47. **(a) Any income, benefit, or advantage must be used to advance the Object of the Society as given in rule 2.**
- (b) No member of the Society, or anyone associated with a member, may take part in, or influence any decision made by Council in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.**
- (c) Any payments made to a member of the Society, or person associated with a member, must be for goods or services that advance the purpose of the Society as given in rule 2 and must be reasonable and relative to payments that would be made between unrelated parties.**
48. Council shall not pay or distribute the Society's funds or property to members. This provision shall not prevent:
- (a) Reimbursement of expenditure incurred on behalf of the Society with the approval of Council.
  - (b) The award of medals or prizes.
  - (c) The provision of equipment or funds for observation or research. (Refer By-Laws E).
  - (d) The engagement of a member as a paid officer or servant.
  - (e) Payment for normal business transactions.

### **MEMBERSHIP OF COUNCIL**

49. The Council shall consist of a President, two Vice Presidents, an Executive Secretary, a Treasurer and not more than ten Councillors.
50. Council shall hold office from the conclusion of the Annual General Meeting at which it was elected until the conclusion of the Annual General Meeting due two years later.
51. No President shall hold office for two consecutive terms. The other members of Council shall be eligible for re-election.
52. Every member of Council shall be either a Fellow or an Ordinary Member or Student Member of the Society.
53. Eight Councillors shall be chosen as follows. Five of them shall be elected by members of the Society in accordance with Rules 72 to 76. One of the eight shall be the Fellows representative elected in accordance with Rule 77, and the remaining two shall be appointed by the Affiliated Societies Committee as provided in Rule 102(a). Council shall have power to appoint two additional members, and to fill vacancies in its composition arising from death or resignation, but it shall not be obliged to do so.
54. An ex-officio member of Council is a servant or paid official appointed by Council, but not already a member of Council as provided in Rules 49 to 53 inclusive. An ex-officio member shall have the right of speaking, but no voting power.

### **EXECUTIVE COMMITTEE**

55. Council may appoint from its members an Executive Committee. It shall have power to meet between ordinary meetings of Council, in order to admit new members and to conduct such normal and urgent business of the Society as Council directs. The Executive Committee shall consist of four members, comprising the President or nominee, the Executive Secretary, the Treasurer plus one other member of Council. Three members shall form a quorum.

### **MEETINGS OF COUNCIL**

56. The Executive Secretary shall convene a meeting of Council when so directed by the President or, if absent, the President's nominee, or on the request of three or more Councillors.
57. (a) Notice of meeting shall be sent to all members of Council, stating the time and place of the meeting and the business to be transacted. Fourteen days notice at least of every such meeting shall be given to all members of Council provided that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any meeting.  
(b) A quorum at a meeting of Council shall be a majority of members of Council.
58. Council may make decisions by electronic means as follows
  - (a) A resolution in writing signed, or assented to by letter, telegram, cable, telex message, facsimile, electronic mail, or similar means of communication by a majority of members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted, so long as a copy of the resolution has been sent to all of the members of the Council before it is signed or assented to.
  - (b) Where a resolution is voted on by electronic mail the name of the Council member voting to the resolution must be included in the electronic mail message.

### **DUTIES OF OFFICERS**

59. The Executive Secretary shall keep the Minutes of the Annual and Special General Meetings of the Society, of the Council, Executive Committee, Affiliated Societies Committee, and Council decisions made by any other means, and shall be custodian of all documents that do not relate to funds and securities belonging to or held in trust for or by the Society.
60. The Treasurer shall collect and receive and bank all monies on account of the Society, and make duly authorised payments on its behalf, and shall be the custodian of its funds and securities and of those held in trust by it, and of all documents relating to them.
61. The Society's funds shall be banked in an account or accounts established in the name of the Society. Payments from these accounts shall be made by cheque signed by any two of four Councillors appointed by Council for that purpose.

62. The Treasurer shall keep an account of all receipts and expenditure, and shall each year prepare a balance sheet for the year ending on the last day of December.
63. The Treasurer's accounts and balance sheet shall be examined annually by an Auditor elected at the previous Annual General Meeting.

### **MEETINGS**

64. The Society shall hold an Annual General Meeting each financial year at a time and place decided by Council, but which shall be held not later than the last day in May unless the Council for special reasons otherwise decides.
65. The business of every Annual General Meeting shall include:
  - (a) Presentation of the Annual Report of Council for the previous year.
  - (b) Presentation of the Accounts, duly audited.
  - (c) The election of an Auditor.
  - (d) The election of an Honorary Solicitor.
  - (e) Consideration of motions initiated by Council, or brought forward by due notice in accordance with the Rules.
  - (f) Any other business or discussion placed upon the agenda by Council, or permitted by the Chairman.And at meetings at which Council is elected:
  - (g) Completion of the procedure for electing Council.
66. An Annual Meeting may not bind Council to financial expenditure except by a motion of which due notice has been given. No amendments may increase the amount of the proposed expenditure.
67. The Council or its Executive Committee, may at any time authorise or convene a Meeting, Conference, Symposium, Colloquium, Seminar, School, Display, Exhibition, or Demonstration for the furtherance of the Society's aims, either alone or in conjunction with other bodies. Gatherings so convened may be styled meetings of the Society.
68. The President or Council may at any time convene a Special General Meeting for the discussion of the urgent business of the Society or of its policy, and to consider formal resolutions or amendments to the Rules.
69. The Executive Secretary shall convene a Special General Meeting to be held within eight weeks of the receipt of a requisition signed by not less than eight members of the Society, and stating the purpose of the meeting on the agenda.
70. The business of a Special General Meeting shall be confined to matters on the agenda, and no other business may be introduced.
71. Notice of all motions for any General Meeting of Members and Affiliated Society representatives other than motions emanating from the Council must be given in writing to the Executive Secretary at least six weeks before the date of that meeting. Notice of every General Meeting stating the business for which it is convened shall be sent to each member, representative of an Affiliated Society, and Corporate body, at their registered address, not less than two weeks prior to the date fixed for that meeting, provided that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any meeting. The quorum at all meetings of the Society shall be 20.

### **ELECTION OF OFFICERS AND COUNCIL**

72. Every member of the Society, whether Ordinary Member or Student Member, and every Fellow of the Society shall be eligible to hold any office of Council.
73. Nominations for Council may be made by any member, whether Ordinary member or Student member, and by any Fellow or Honorary member. The Councillor to be elected by Fellows may be nominated only by Fellows. Affiliated Societies' councillors shall be appointed in accordance with Rule 102(a).
74. Nominations shall be forwarded in writing, not less than three months prior to the date of the Annual General Meeting due in even numbered years, to the Executive Secretary, who shall acknowledge their receipt. Each nomination shall specify the name of the candidate, and the office sought, be signed by a proposer and seconder, and be accompanied by the written consent of the nominee.
75. The Executive Secretary shall prepare a ballot paper bearing the names of duly nominated candidates for the offices of President, one Vice President, Executive Secretary, Treasurer and five members of Council.

76. The Executive Secretary shall send one copy of the ballot paper to each Ordinary Member, Student Member, Honorary Member, Fellow and Secretary of each Affiliated Society not less than 6 weeks prior to the date of the Annual General Meeting due in even-numbered years, indicating the date (not less than fourteen or more than twenty-eight days later) by which it must be received to be included in the ballot.
77. One member of Council shall be a Fellow of the Society, elected by a vote of Fellows. Only Fellows of the Society may propose or second candidates for that office.
78. The Executive Secretary shall, at the same time as the general ballot paper is prepared, issue a second paper bearing only the names of candidates for the office of Fellows' Councillor, and forward it to each Fellow with the general ballot paper.
79. All members wishing to record a vote shall return their ballot papers so marked as to clearly indicate their choice, but not to disclose their identity, in a sealed numbered envelope bearing their printed name and signature on the outside. No members shall be entitled to vote if their subscription is in arrears. Failure to follow this Rule shall make that vote invalid.
80. Council shall appoint two or more scrutineers, not members of Council or candidates for any office, who shall on the day following the closing of the poll, discard envelopes from persons ineligible to vote and separate the voting papers from their envelopes. The votes shall then be counted and the names of the successful candidates reported to the Executive Secretary. The voting papers and envelopes shall be held for one month, by the Executive Secretary, and then destroyed.
81. Unsuccessful candidates for the position of President shall be eligible for election as Vice President, or Councillor and unsuccessful candidates for Vice President for election as Councillor, provided they have been nominated for such in accordance with Rules 73 and 74.
82. The retiring President shall ex-officio become a vice-president.
83. If the number of nominations received does not exceed the number of vacancies, the persons nominated shall be declared elected without a ballot.
84. If there are insufficient nominations to fill Council offices or positions, nominations may be taken from the floor of the Annual General Meeting, and a vote by secret ballot be taken of those persons qualified and present. In the event of equality of votes, a decision shall be reached by lot.

#### **VOTING AT MEETINGS**

85. The decisions of all meetings of Council or of the Society, shall be ascertained by the voices or by a show of hands unless a ballot is demanded.
86. The manner of conducting the voices, show of hands or the poll shall be decided by the chairman.
87. An entry in the minutes, duly confirmed, shall be evidence of the decision of the meeting.
88. Every person entitled to vote may exercise one vote and no more, except for a Representative of an Affiliated Society as provided in Rule 110. In the event of an equality of votes, then a decision shall be made by lot.

#### **ALTERATIONS TO THE RULES**

89. Any member, Honorary member or Fellow, wishing to propose an alteration to the Rules shall forward written notice of motion, signed by that member or Fellow, and one other member, Honorary member or Fellow, to reach the Executive Secretary at least six weeks before the date of the Annual General Meeting, or a Special General Meeting duly convened.
90. Council may, by Resolution, propose alterations to the Rules.
91. Any proposed alteration to the rules made in accordance with rules 89 or 90 shall be put to a vote of Members and Fellows of the Society at an Annual General or Special General Meeting, or to a postal ballot conducted in accordance with the procedure laid down for elections.
92. No alteration to the Rules may be made without the assent of two thirds of those voting.
93. Alterations to the Rules shall forthwith be registered in accordance with the requirements of the Incorporated Societies Act 1908 and any subsequent amendments to the Act, and shall take effect as soon as registration is complete, and notice has been sent to the last recorded address of each member, Honorary member and Fellow.

### **MAKING AND AMENDING BY-LAWS**

94. Council shall, within the limitation of these Rules, have the power to make, alter, or rescind By-Laws for the management and conduct of the Society, and to fix the dates on which they are to take effect. In the event of any inconsistencies between these Rules and any By-Laws, the provisions of these Rules shall prevail.
95. A Council decision may be made by postal or electronic mail ballot of Council members.
96. Any alteration to the By-Laws shall be notified to all members of the Society within three months of the Council's resolution.
97. If within one month of the notification of an alteration to the By-Laws, Council shall receive a written objection signed by eight or more members, the question shall be referred to a postal ballot of members to be held within a further two months. The alteration to the By-Laws shall not be deemed to have come into effect unless two-thirds of the votes cast are in favour of the alteration.

### **PUBLICATIONS**

98. Council shall have the power to appoint as many Editors as it considers necessary for the efficient editing of the Society's publications, to determine their duties and to terminate their appointments.
99. No publication shall be issued in the name of the Society without the prior approval of Council.
100. Affiliated Societies shall be entitled to reproduce or distribute all or part of such publications as Council shall from time to time decide, on such conditions as Council determines.

### **AFFILIATED SOCIETIES COMMITTEE**

101. The Affiliated Societies Committee shall consist of the President or deputy, who shall be its chairman, the Executive Secretary and one representative from each Affiliated Society, from whom shall be elected a Vice-Chairman. Each representative shall be chosen in accordance with the Rules of the Affiliated Society, but shall be appointed for the whole term of office of the Committee.
102. The Affiliated Societies Committee shall:
  - (a) Immediately prior to the Annual General Meeting, in even numbered years, appoint two members to Council. Such appointees shall be Ordinary Members, Student Members or Fellows of the Society.
  - (b) Provide a liaison between the Society and its Affiliated Societies.
  - (c) Exercise such powers as are delegated to it by Council.
103. The Society shall provide the Affiliated Societies Committee with secretarial services and defray its postal expenses.
104. The Affiliated Societies Committee shall meet each year, shortly before the Annual General Meeting, and at such other times as it decides. It may also be convened by the President, and shall be convened within 30 days of the receipt, by the Executive Secretary, of the written application of five of its members.
105. The quorum of the Affiliated Societies Committee shall be eight.
106. The Executive Secretary shall keep minutes of the meetings of the Affiliated Societies Committee, and shall promptly send copies to each member of the Committee, each member of Council, and the Secretary of each Affiliated Society.
107. The Executive Secretary shall place all recommendations of the Affiliated Societies Committee on the agenda of the next meeting of Council, except that if that meeting is to be held within fourteen days it may be placed upon the agenda of the following meeting.
108. The Affiliated Societies Committee may co-opt qualified persons to fill vacancies arising from death or resignation.
109. The Executive Secretary shall prepare an Annual Report, which shall be appended in full or in abstract to the Report of Council.

### **REPRESENTATIVES OF AFFILIATED SOCIETIES**

110. An Affiliated Society Representative, appointed in accordance with Rule 101, may vote on its behalf in all ballots and elections of the Society. A person may be appointed who is not an Ordinary Member, Student Member or Fellow of the Society and notwithstanding the limitation of Rule 88 such

Representative may vote on behalf of an Affiliated Society in all ballots and elections in addition to any personal vote to which they may be entitled.

#### **AUDITOR**

111. An Honorary Auditor, or Auditors, shall be appointed by the Annual General Meeting.

#### **SOLICITOR**

112. An Honorary Solicitor may be appointed by the Annual General Meeting.

#### **SUBSCRIPTIONS**

113. The unit of subscription shall be such amount as a General Meeting shall from time to time determine, after due notice of motion.
114. Annual Subscriptions shall become due on the first day of January.
115. The annual subscription payable shall be:
- (a) Ordinary Members and Fellows one unit.
  - (b) Student Members half one unit.
  - (c) Affiliated Societies pay a per capita amount which Council shall from time to time decide provided that any increase in this amount, per Affiliated Society member, not exceed 5% of a normal subscription unit, and that at least twelve months' notice of a change be given prior to it becoming effective. The minimum amount payable by any Affiliated Society shall be one subscription unit.
  - (d) Corporate Members five units.
116. Council may reduce the amount of subscription due from any Ordinary Members, Student Members or Fellows in consideration of prompt payment.
117. Any individual member or fellow with 50 or more years continuous membership of RASNZ shall be granted further membership free of charge.
118. Council may, at its discretion, reduce or waive the Annual Subscription of any Fellow, or of any Ordinary member, of at least twenty years standing, or one who has performed valuable services to the Society, if unable to exercise full rights and privileges by reason of ill health, or is prevented by straitened circumstances from contributing financially.
119. The subscription payable by any person or body who is admitted to membership after the last day of June and before the first day of October shall be fifty percent of the rebated amount payable for the whole year, and that persons or bodies admitted to membership after the first day of October shall have their subscriptions carried forward to the following year.

#### **THE COMMON SEAL**

120. The Council shall provide a Common Seal for the Society, and may make regulations for its safe custody and use, provided that the Seal of the Society shall not be affixed to any deed or document, except in pursuance of a resolution of the Council of the Society, and in the presence of two members of the Council and of the President or the Executive Secretary.

#### **REGISTERED OFFICE**

121. The Registered Office of the Society shall be the Carter Observatory, Wellington, or such other place as the Council shall from time to time determine.

#### **WINDING UP**

122. The Society may be wound up if at a General Meeting of its members, Honorary members, and Fellows a resolution is passed by a majority of the valid votes cast by members, Honorary members, and Fellows voting at the meeting in person requiring the Society to be wound up, and the resolution is 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. The provisions of Rule 71 as to a quorum may be dispensed with at either or both such special general meetings by resolution of the meeting.
123. In the event of the Society being wound up, whether voluntarily or by the Registrar, the surplus assets, after the payment of the Society's liabilities and the expense of winding up, shall be passed to the Royal Society of New Zealand.

**THE ROYAL ASTRONOMICAL SOCIETY OF NEW ZEALAND INCORPORATED**

**BY - LAWS**

**A. MEMBERSHIP**

- A1. Any person under the age of 16 years applying for membership, shall provide written evidence of the consent of a parent, or guardian, or person acting in loco parentis.
- A2. The reduction in the amount of subscription to be granted for prompt payment in accordance with Rule 116 shall be as Council shall from time to time decide.

**B. MEETINGS OF COUNCIL**

- B1. Due notice of each meeting of Council with the agenda for that meeting, shall be sent by the Executive Secretary to the usual address of every Councillor not later than fourteen days before the date of each meeting, emergencies excepted.
- B2. Draft minutes of each meeting of Council shall be sent to each Councillor within 21 days of the date of the meeting.
- B3. An instruction by Council to the Executive Committee to carry out any business implies authorisation to make the necessary payments. All accounts above \$250 shall require specific approval by Council or the Executive Committee.
- B4. Council shall be deemed to have notified a Councillor of any business if the Executive Secretary has either handed the notice to the Councillor personally or sent it by post to the Councillor at their usual address or transmitted by electronic means to their usual electronic address.
- B5. Procedure for discussion and voting for resolutions by Council.
  - (a) Where a motion has been moved, or a subject opened for discussion, by electronic means the president or secretary shall ensure that the motion is circulated to all council members and allow a specified period for members of council to circulate their comments to all council members by electronic means.
  - (b) At the end of the period allocated for discussion the president (or deputy) shall put the motion to the vote by an electronic message circulated to all councillors. Councillors may then send their vote by electronic means to the president (or deputy). All votes shall be recorded by the president (or deputy). At the end of the time allowed for voting, the president (or deputy) shall circulate a summary of the voting and declare the motion carried or rejected accordingly.
- B6. Recording of motions discussed and voted on by electronic means.
  - (a) The Executive Secretary shall record in the minute book details of any such motion discussed by electronic means as set out in By-Law B5. The record should include the date the motion was first circulated to council members, the date on which the result was declared, a summary of the voting and whether the motion was carried or rejected.
  - (b) Council shall meet at least once in any calendar year and at that meeting the minutes of any motions discussed by electronics means shall be presented to council for their approval in the same way that minutes of the previous meeting are presented and approved.
- B7. Members of the Society shall receive minutes of Council meetings on request to the Executive Secretary.

**C. MEETINGS**

- C1. Council shall appoint a Standing Conference Committee (SCC) of not less than 3 and not more than 5 members. The SCC shall also act as the Scientific Organising Committee for the Annual Conference. The composition of the SCC shall be reviewed each election year. Members of the SCC do not need to be members of Council.
- C2. The SCC shall be responsible for the organization of each Annual General Meeting and Conference and of any other meeting held in accordance with Rule 67 acting under the general guidance of Council. The SCC shall report progress in the organization of all such meetings to the president and secretary.
- C3. Deleted.

## RASNZ By-Laws

- C4. The Standing Conference Committee shall prepare a set of guidelines for the organisation of Conferences, specifying the requirements of the RASNZ and the duties of the SCC, the Local Organising Committee of the host Society. These duties are to be reviewed each leap year or any other time it is deemed necessary.
- C5. The SCC, acting as the Scientific Organising Committee, shall be responsible for selecting contributions to be delivered at any conference or meeting so organised and for arranging the speaking programme.

### **D. ARCHIVE**

- D1. Council shall appoint an Archivist, who shall be responsible to Council for the control and efficient functioning of the Archives.
- D2. The Archives are for the use of persons or groups as Council or the Archivist may from time to time decide.
- D3. (Deleted)
- D4. (Deleted)
- D5. The Archivist shall maintain the Archives in accordance with these By-Laws and such directives as Council may issue, and shall ensure:
- (a) That the Archives are maintained efficiently.
  - (b) That recommendations are made to Council on binding, new acquisitions and disposals, and reports to Council regularly on all matters pertaining to the Archives.
  - (c) That an up-to-date list of archival holdings is maintained.
  - (d) (Deleted)
  - (e) (Deleted)
  - (f) (Deleted)
- D6. (Deleted)

### **E. LOAN OF PROPERTY**

- E1. That in every even numbered year the Council shall appoint a Property Officer whose duties are:
- i) Keep a book containing details of each item, the person to whom it is on loan, and its intended use.
  - ii) To obtain annually a report from each person who has charge of any item of equipment on the use and condition of each item.
  - iii) To make an annual written report to council on the use of the property, or to alert council when there is some problem, or where the equipment has fallen out of use.
- E2. Each person who has charge of an item of property or equipment belonging to RASNZ shall report to the property officer at least once a year stating
- i) The condition of the item.
  - ii) The use to which it has been put.
  - iii) The proposed use for the item during the following year.
- E3. The property shall be returned promptly by the borrower, if, at any time, a demand to do so is made by Council.
- E4. The period of each loan shall normally be for two years. After such time, or when an item becomes available for loan, Council shall seek applications for the loan from members. Council shall decide to whom the property should be loaned according to the merit of the applications received.
- E5. The property shall be kept in good order and condition, and shall at all times be insured at the borrower's expense, at a value placed on the property by Council, against all risks.
- E6. Should the policy expire or be discontinued for any reason the borrower agrees to bear the risk and undertakes to make good any loss of damage to the property.
- E7. The property shall not be transferred or loaned to any other person, or persons, without the authority of Council.
- E8. Any loss or damage shall be reported promptly.
- E9. The property shall be available for inspection by Council, or its agent, at any reasonable time.
- E10. In the event of the borrower's membership of the Society terminating for any reason, all the property shall be returned immediately.

- E11. A list of property on loan shall be included in each Annual Report of the Council.

**F. SECTIONS**

- F1. Application to form a Section shall be made to Council, or Council may invite applications for the establishment of a Section.
- F2. Each application shall state:
- (a) The proposed name of the Section.
  - (b) The address of its proposed headquarters.
  - (c) The purpose for which the proposed Section is required.
  - (d) The name of the proposed Director together with a written consent to accept such appointment if duly appointed by Council.
  - (e) An indication of the probable number of initial members desiring to join the Section.
- F3. All applications shall be considered at a meeting of Council.
- F4. Council shall appoint the Director, who shall be a member of the Society.
- F5. The Director shall direct the activities of the Section in accordance with general policy stipulated by Council.
- F6. The Director may accept or reject persons, members of the Society or not, applying for membership of the section.
- F7. In the event of a dispute within the Section, appeal may be made to Council, whose ruling shall be final.
- F8. Any Section or its Director, ceasing to be a Section or a Director, for any reason, shall return to Council, or its nominee, all records and property pertaining to the Section.
- F9. Council may terminate a Section if:
- (a) its work appears to be completed, or
  - (b) after a reasonable time it does not appear to be functioning effectively, or
  - (c) it is not serving the Objects of the Society.
- F10. Each Section shall be financially independent of the Society by charging its own membership subscriptions, irrespective of any subscription its members may pay to the Society.
- F11. The Director may apply for financial assistance to any trust, fund or individual and to Council.
- F12. Directors of Sections may publish the work of the Sections in reports, or other publications with the approval of Council.
- F13. Each Section shall send to the Archivist one copy of all its publications.
- F14. Each year, not less than eight weeks before the date of the Annual General Meeting, each Section shall provide Council with a report of its activities during the previous calendar year.
- F15. A Section may not involve the Society in any expense without the prior approval of Council. (Refer Rule 31)

**G. MURRAY GEDDES MEMORIAL PRIZE**

- G1. The Murray Geddes Memorial Prize shall be awarded to a person or persons at intervals of not more than five years, nor less than one year, for contributions to astronomy in New Zealand.
- G2. The recipient of the prize shall be a resident of New Zealand and need not be a member of the Society.
- G3. Only in exceptional circumstances shall the award be made to the same person more than once.
- G4. Council may annually, at such time as it may decide, invite nominations for the prize from whatever sources it deems appropriate. Nominations shall remain valid for three years from the date of nomination. Additional information in support of a nomination may be accepted during the three years.
- G5. Council shall have the sole decision in making the award and its decision shall be made not less than two months before the date of the Annual General Meeting.
- G6. The prize shall consist of goods to a value which Council shall from time to time decide, and shall be presented with a certificate suitably inscribed with the recipient's name and the signature of the President, or Vice President. The prize and certificate shall be presented, whenever possible, at the Annual General Meeting.

- G7. The name of each new recipient shall be published in the Journal of the Society.

**H. GIFFORD-EIBY MEMORIAL LECTURESHIP FUND**

- H1. Any Affiliated Society, or group of Affiliated Societies or group of RASNZ members may ask the Society to provide a lecturer or instructor of an appropriate standard in some particular branch, or branches, of astronomy, or to sponsor the visit of a lecturer of their own choice.
- H2. Lecturers appointed are to be known as Gifford-Eiby Memorial Lecturers of the Royal Astronomical Society of New Zealand, and are to be so identified by the Chairman at meetings and in all publicity of the meetings.
- H3. The costs of a lecturing engagement or tour shall be met as follows:
- (a) Council shall pay the lecturer, from the interest on the capital sum, return fares by public transport for distances up to 800 km each way, plus an allowance to help defray incidental expenses.
  - (b) Affiliated Societies benefitting shall:
    - (i) Provide accommodation of a standard acceptable to the lecturer.
    - (ii) Pay the cost of any travel in excess of 800 km.
- H4. (Deleted)
- H5. The benefits of the Gifford-Eiby Memorial Lectureship Fund shall be available to any Affiliated Society or group of RASNZ members that can guarantee an attendance of at least twenty members at any lecture or at least four members at any instructional class organised under the scheme.
- H6. Applications are to be submitted on the appropriate application form. Applications shall be dealt with by the Council or the Executive Committee.

**J. KINGDON-TOMLINSON TRUST GRANTS**

- J1. In accordance with the terms of the Trustees of the Kingdon-Tomlinson Trust, the Royal Astronomical Society of New Zealand shall from time to time recommend, upon applications received, funds to be made available in line with the intent of the Trust Deed.
- J2. Applications may be made by any person or persons, or organisations, requiring funding for any projects or ventures which promote the progress of astronomy in New Zealand.
- J3. (Deleted).
- J4. Council of the Society shall consider each application in accordance with the objectives of the Trust Deed and make recommendations to the Trustees accordingly.
- J5. Where funding of 80% or greater of any item of equipment is granted, the RASNZ shall retain full ownership of the item and shall place it on loan to the applicant. Should the item fall into disuse, or no longer be required by the applicant, such item shall be returned to the Society for further use as Council sees fit. Where funding of less than 80% any item of equipment is granted, the Society shall be deemed to have no financial interest in the item.
- J6. Any item of equipment vested in the RASNZ by reason of the Kingdon-Tomlinson Trust Grant shall be adequately insured, such insurance being the responsibility of the successful applicant.
- J7. The successful applicant shall, within 28 days of the completion of the project, or purchase of the equipment, for which the Kingdon-Tomlinson Trust Funds were granted, furnish a report to the RASNZ Executive Secretary.

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