

CANTERBURY SOCIETY OF MODEL AND EXPERIMENTAL ENGINEERS INC. CONSTITUTION.

1. Name of Society.

The Society shall be known as Canterbury Society of Model and Experimental Engineers Incorporated. A condensation to Canterbury Model Engineers will be recognised.

2. Objects of the Society.

The Objects of the Society are:

- (a) To bring together persons who are interested in the design, construction and operation of models and machines.
- (b) To develop and exchange ideas through the reading and discussion of papers of mutual interest and generally promoting mutual assistance and fellowship of its members.
- (c) The holding of exhibitions and competitions to which the public may be invited.

3. Special Powers.

Without limiting the other terms of this Constitution, the Society shall have the following special powers, namely to:

- (a) Acquire and hold land and premises, equipment and such other property as may be necessary for the purpose
- (b) Raise funds and receive contributions from any person or persons by way of subscriptions, donations or otherwise, provided that the Society shall not undertake any permanent trading activity in raising funds for its primary activity.
- (c) Take and accept gifts of property, whether subject to any special trust or not.
- (d) Do any other things considered by the Executive Committee or Society in general meeting which may be incidental to or conducive to the attainment of the aforesaid objects or the exercise of any powers provided for in this Constitution.

4. Membership.

- (a) All applications for membership must be made on the Society's printed form titled 'Application for Membership'
- (b) All applications for membership, proposed and seconded by financial members, will be considered by the Executive Committee, and the application displayed on the Club notice board for a period of one month, subject to the applicants permission. Any member who wishes to object to the application may do so by making their reason known to the President. The Executive Committee reserves the right to accept or reject any application and the Executive Committee shall not be obliged to give reasons for its decision on any application.
- (c) There shall be six (6) classes of membership. Viz: Members, Family Members, Associate Members, Junior Members, Life Members and Honorary Members.
- (d) Throughout this document, reference to Members and Membership is deemed to include the five classes of Membership, unless there is a specific exclusion stated.

- (e) The term Financial member is deemed to mean a member who has paid up all dues to the end of the previous financial year.
- (f) Junior Members shall be under the age of twentyone years, and shall transfer automatically to the appropriate class of membership on reaching the age of twentyone years. The minimum age for Junior Members shall be thirteen years, however juniors under the age of thirteen may be accepted provided that their parent or guardian is a financial member of the Society.
- (g) Honorary Members may be absentee members of the Society or members whose circumstances the Executive Committee consider justifies the granting of this class of membership.

A visitor from a kindred society may be granted Honorary Membership.

Honorary Membership may be accorded only upon the majority recommendation of the Executive Committee.

Honorary Membership shall be of a temporary nature, and may be exempt from subscriptions.

- (h) Life Membership is reserved for members who have made a notable contribution to the Society over the years.

On the recommendation of the Executive, and the endorsement of the membership at a general meeting, a member may be made a Life Member in recognition of notable contribution to the Society, and be exempted from the payment of subscriptions.

There shall be no more than eight Life Members at any one time.

- (i) An Associate Member is a member who resides outside the area bounded by the Rakaia River, the Main Divide, the Ashley River and the East Coast, and opts for this class of membership..
- (j) Family Membership. If desired, and under the conditions listed below, the spouse, partner, and or their children up to the age of sixteen (16) years, of a member of any class of membership, (except Honorary Membership) may apply for Family Membership.

Conditions and Objectives of Family Membership

(a) The objective of Family Membership is to encourage family participation in the activities of the Society.

(b) Admission to Family Membership shall follow the current application for membership procedure.

(c) Family Membership applies only to the member's spouse, partner and or their children.

(d) A premium of \$5, or other amount as may be set from time to time at an AGM, will be added to a member's annual subscription where Family membership applies.

(e) Family member children, on reaching the age of 16 years, will automatically transfer to the class of Junior membership.

(f) Family members will not have voting rights in the Society's activities.

(g) Parents of children Family members must exercise their best endeavours to supervise and keep the children safe while participating in Society activities.

- (k) While participating in the activities of the Society, all members and visitors shall abide by the provisions of the Society's Constitution and Bylaws.

5. Entrance Fees and Subscriptions.

- (a) An entrance fee shall be paid to the Society on delivery of the 'Application for Membership', such sum to be returned to the applicant in the event of the application not being approved.
- (b) Entrance fees and subscriptions shall be as set from time to time by the Annual General Meeting.
- (c) Variations to individual members subscriptions may be authorised by the Executive Committee on the advice of the Treasurer.
- (d) Any member who resigns may be re-elected, on application, at any time without the payment of a new entrance fee.

6. Resignations.

Resignations will be effected by a written notification to the Executive.

Resignation from any class of membership shall not entitle the member to the return of any part of dues which the member may have paid in advance.

7. Overdue Subscriptions.

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees by the 31st March following the date the same was set shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until the arrears are paid. If such arrears are not paid within one month of the date the subscription or levy became overdue or such later date as the Executive may determine the member's membership shall be deemed to have been terminated and the member shall cease to hold himself or herself out as a member of the Society, and shall return to the Society all keys and Society material (including any membership certificate, library books, handbooks and manuals).

. Re-admission to membership of the Society of such former member may be granted, provided that all arrears have been paid in full, and upon the recommendation of the Executive Committee.

8. Termination of Membersip.

Notwithstanding the provisions of Clause 7, upon the recommendation of the Executive Committee and the endorsement by a majority vote of financial members present at a regular meeting, a member may be given notice of termination of membership.

The person whose membership is under review has the right of appeal, and if exercised, shall be heard at a general meeting within one calendar month of their notification of the intended termination.

9. Meetings.

- (a) Regular meetings will be held as advised by the Executive from time to time.
- (b) The Annual General Meeting shall be held on the first Tuesday of the month of May each year at such time and place as advised by the Executive. Notification by post or newsletter

of the meeting shall be given to members not less than seven (7) days prior to the date of the meeting.

- (c) Special General Meetings may be called by the Executive, or by request of not less than ten (10) Financial members. At least seven (7) days notice of the date, time, place and agenda of the meeting shall be given by post or newsletter to all members. Only the matters specified in the agenda may be considered at the Special General meeting.
- (d) Voting at all meetings shall be by voice, a show of hands or, if called for, by a secret ballot, in which case three (3) scrutineers shall be appointed. It shall be the responsibility of the scrutineers to report the vote count to the chairman, who shall announce the final result. The Chairman's declaration of the result of the voting will be final. After the Chairman's declaration of the result of a secret ballot all voting papers shall be destroyed.
- (e) A simple majority of Members who are entitled to vote and are present at the meeting may pass a motion except where a special resolution is required in which case 66% of the Members entitled to vote may pass a special resolution.

Note. A special resolution is one amending the Constitution. See clause 19(a).

- (f) All financial members, except Honorary members shall be entitled to vote at meetings.
In the event of equality of votes, the Chairman shall have a casting vote for the status quo, except in the case of the election of officers the Chairman shall not have a casting vote. In this case of equality a new ballot shall be held.
- (g) A Quorum for an Executive meeting shall be five (5) Members of that Committee, and for General and Special meetings, the quorum shall be twenty percent (20%) of the total financial membership.
- (h) If a Quorum is not present within 30 minutes after the appointed time for the meeting, the meeting shall be adjourned to the same day of the following week at the same time and place, or such other date, time and place as the President appoints, and if, at the adjourned meeting a Quorum is not present within 30 minutes after the appointed time for the meeting, the Members present shall be a Quorum.
- (i) The President shall preside over all regular, special and general meetings, and in his/her absence, the Vice President shall preside. If both are absent, the financial members present shall elect a chairman for the meeting, and the Chairman so elected shall preside over the meeting.
- (j) A resolution in writing signed by all of the Executive Committee entitled to receive notice of an Executive Committee meeting is as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held. Such resolution may consist of several documents including facsimile or other similar means of communication in like form, each signed or assented to by one or more Executive Committee Members
- (k) In the event that urgent decision is required on a matter affecting the Society, but insufficient time is available to convene the Executive Committee, a committee consisting of the President, Vice President, Secretary, Treasurer and Past President be authorised to make the decision on behalf of the Society, and refer it to the Executive Committee for validation at its next meeting.

10. Executive Committee.

- (a) The Executive Committee shall consist of:

The President,
 Vice President,
 Secretary,
 Treasurer,
 Locomotive Foreman,
 Commodore,
 Not less than four (4) or more than six (6) other financial members elected to the
 Committee.
 The Librarian,
 The Clerk of Works.
 The Immediate Past President,
 The Chairman of the Boiler Committee,
 The Chairman of the Safety Committee

11. Election of Officers

- (a) The President, Vice President, Secretary, Treasurer, Locomotive Foreman, Commodore, additional committee members, Librarian, and the Clerk of Works, having been proposed and seconded by financial members, shall be elected by financial members present at each Annual General Meeting.
- (b) The members of the Boiler committee, chosen for their skill and knowledge of the construction of boilers and general engineering shall have their membership of that committee put before the Annual General Meeting for endorsement by ordinary resolution.
- (c) The Chairman of the Boiler Committee shall automatically become a member of the Executive Committee.
- (d) The Loco Foreman shall be an ex Officio member of the Boiler Committee and Safety Committee.
- (e) Subcommittees may be appointed from time to time, and shall be confirmed at the next Annual General Meeting if they are required to continue their work beyond the next Annual General Meeting.

12. Duties of Officers.

Subject to direction of the Executive Committee,

- (a) The President shall preside at general, executive and special general meetings, and shall perform any other duties which may from time to time be required of the office.
 Note. The President shall be a ex officio member of all of the Society's committees and subcommittees.
- (b) The Vice President shall perform the duties of office of the President in the absence of that officer.
- (c) The Secretary shall keep a record of all meetings and shall maintain a record of all correspondence and other communications which the Society may from time to time receive or dispatch.
- (d) The Treasurer shall collect and account for all moneys payable to the Society, pay all accounts when approved for payment, and shall operate such bank accounts as may be required. The treasurer shall present the annual accounts and balance sheet to the Annual

General Meeting. The Treasurer shall keep an up to date list of members, their occupations and financial status in the Society.

- (e) The Locomotive Foreman shall oversee the organisation and operation of the Railway Track, Road, and environs. He shall ensure that all steam boilers being operated on the Society's premises have a current boiler certificate. All locomotives and rolling stock together with attendant personnel shall be under the jurisdiction of the Locomotive Foreman or his appointee at all times. He may suspend operations or order any person or locomotive or rolling stock to be removed from the track. In the event of such a suspension he shall present a full report to the next Executive meeting.
- (f) The Commodore shall have full jurisdiction over the pond and its environs and shall have the power to suspend operations at any time if necessary. He shall ensure that all steam boats operated on the Societies premises have current boiler certificates.
He may order any boat or operator from the pond at any time. In the event of such a suspension he shall present a full report to the next Executive meeting.
- (g) The Clerk of Works shall coordinate and oversee maintenance and capital projects as required.
- (h) The Librarian shall manage and supervise the activities of the library.
- (i) The Immediate Past President shall act in an advisory capacity and perform such duties as may from time to time be required of him.

13. Duties of the Executive Committee.

The Executive Committee shall in addition to the special powers in clause 3 have all the powers and authority necessary or deemed expedient for the promotion and carrying out of the Objects of the Society, including the following:

- (a) It shall be responsible for the maintenance of the Society's grounds, buildings, and any other assets.
- (b) It shall make and enforce such Bylaws as may be required for the day to day operation of the Society and do all such things as may be necessary to ensure the safe operation of the Society's activities.
- (c) It shall publish the Bylaws for the operation of steam boilers as laid down by the Boiler and Safety committee.
- (d) It shall be responsible for the proper compliance with any statutory law, rule or regulation applicable to the Society
- (e) It shall arrange for the publication of a Society Newsletter as appropriate, but not less than two times a year, and ensure the maintenance of the Society's website.
- (f) It shall ensure the maintenance of the Society's library and subscribe to such publications as may be appropriate to the Society.
- (g) It shall arrange regular exhibitions to which the public may be invited to attend.
- (h) It shall investigate any proposal put forward by any club member or members for the advancement or extension of the Society's activities.
- (i) It shall have the power to set up Sub-committees for special projects and to co-opt members for special tasks.

- (j) It shall have the authority to expend money on any item or project for the good of the Society, subject to the provisions of clause 16(c).
- (k) Further to the provisions of section 3(b), The Executive Committee may from time to time charge the public for admission to the Society's premises.

It may also sell such goods and services which it considers may assist the Society to achieve its objectives. The following shall be excluded from the above. Club models and any of the Society's property having an estimated value of over three thousand dollars (\$3000) or other value as may be set from time to time by an annual general meeting. Such items may only be sold by tender on the recommendation of the Executive Committee and with the approval of the membership at a general or special general meeting.

14. Duties of the Boiler and Safety Committees.

The Boiler and Safety Committees shall;

- (a) Ensure that all boilers are designed and constructed in accordance with the appropriate codes and standards.
- (b) Issue and record all boiler certificates issued for complying boilers.
- (c) Make recommendations to the Executive on safety matters and on the compliance with statutory safety and operating procedures.
- (d) Abide by the reasonable and proper directions of the Executive Committee.

15. Filling of Vacancies.

If, during the year a vacancy occurs for an officer of the Society, and where there is less than six (6) months to run to the next Annual General Meeting, the vacancy may or may not be filled at the discretion of the Executive Committee. If the period is more than six (6) months, an election to fill the vacancy shall be held as soon as reasonably possible by way of a special general meeting.

16. Control and Investment of Funds.

- (a) All income shall be deposited in a trading account and funds not required for the month to month operation of the Club shall be transferred to an investment account at the Treasurers discretion, and in line with good business practice.
- (b) All monetary transactions shall be verified by appropriate documentation.
- (c) The Executive may use the Society's funds for any purpose, for the good of, and in keeping with the objects of the Society. However, expenditure authorised by the Executive Committee on any one capital item or project may not exceed \$3000, or such other limit as may be set from time to time by an Annual General Meeting. If, because of cost escalation, the cost of a capital project is likely to exceed the original cost by more than 10%, approval for the extra expenditure shall be sought from a General meeting. Where quotations for any capital projects are in excess of the above limit, approval shall be sought from a Special General Meeting for which at least seven (7) days notice of motion has been given.
- (d) Where applicable, written quotations shall be obtained for proposed capital expenditure in excess of \$500, or such other amount as may be set at an annual general meeting, on an item or project.

- (e) There shall be two officers authorised by the Executive Committee to sign cheques on behalf of the Club, however only one signature is required on any one cheque.
- (f) The Society need not appoint an Auditor, provided that at any Annual General Meeting 10% of the Membership may require the Society to appoint an Auditor for the ensuing year.

17. Financial Year.

The financial year shall be from the first of April to the thirtyfirst of March in the following year.

18. Power to Borrow Money.

To enable the Society to achieve its Objects it may be desirable to borrow money from time to time. The Society may borrow money on the following conditions:

- (a) Subject to the approval of the membership at a Special General Meeting, the Executive Committee may be authorised to raise monies by way of mortgage, debentures, overdraft, loans or any other means from time to time, as may be appropriate at the time of the loan.
- (b) Borrowed money may only be used for capital projects authorised by the membership.
- (c) The terms and conditions of any borrowing must be agreed to by the membership by ordinary resolution.

19. Alterations to the Constitution.

- (a) Any amendment or addition to this Constitution may only be made by special resolution at an Annual General Meeting or Special General meeting for which at least seven (7) days notice has been given, including the notice of motion.
- (b) No alteration, addition or recession of this Constitution may be approved if it affects the winding up or pecuniary profits clauses 21 and 22, without first obtaining the approval of the Inland Revenue Department.

20. Common Seal.

- (a) The Common Seal shall be in the custody of the Secretary, and may be affixed only on the authority of the Executive, or by a majority vote of financial members present at a general or special general meeting.
- (b) Any document to which the Seal is required to be affixed shall be signed by two (2) members of the Executive Committee, in whose presence the Seal was affixed.

21. Winding up of the Society.

- (a) In the event of the winding up of the Society, any surplus funds or other assets, if any, shall be donated to such kindred bodies as the final meeting shall decide. This aspect of the Constitution may only be amended by a Court Order.ss

22. Personal Benefits.

- (a) No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived

from professional services to the Society rendered in the course of business charged at no greater rate than the current market rates.

- (b) No member or person associated with a member of the Society may gain any financial payment, benefit or advantage from the dissolution or winding up of the Society, or from the disposal of the assets of the Society.

23. Matters not provided for.

If any matter should arise which is not, or in the opinion of the Executive, is not provided for in the Constitution, the Executive shall act in a manner it deems as appropriate. The Executive must then within 14 days notify all members of its action. A permanent solution shall then be put in place as soon as practicable.

24. Previous Constitutions.

This Constitution supersedes all previous ‘Constitution and Rules’, which are hereby revoked.

Dated.....May, 2001.....

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President.

Registered 10/05/01.

Amended at 2002 AGM, Clause 13(k) added and Registered 27/05/02.

Amended at 2006 AGM, Items 4, Membership, item 7, Overdue Subscriptions, and item 13, Duties of The Executive were amended and registered 18/09/06

Amended at 2011 AGM, New Member Class added, “ Family Member “