

# APPLE USER GROUP OF CANTERBURY INCORPORATED

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## CONSTITUTION

13 September, 2000  
www.appleusers.co.nz

P.O.Box 31-053  
Christchurch  
New Zealand

### 1. NAME:

1.1. The name of the Society shall be  
APPLE USER GROUP OF CANTERBURY INCORPORATED.

### 2. INTERPRETATION:

2.1. In this Constitution, if not inconsistent with the context:  
AUGC be the abbreviation for the Apple User Group of Canterbury  
Incorporated.

Committee means the elected management of AUGC.

AGM means the Annual General Meeting of AUGC.

Registrar means the Registrar of Incorporated Societies.

Act means the Incorporated Societies Act 1908 and amendments.

Member means member of AUGC.

Financial members are those persons who satisfy AUGC's  
membership conditions and who have paid the current year's  
subscription and any outstanding subscriptions.

Mail means all communication such as post office mail, fax, and all  
forms of electronic mail, except electronic voice mail.

2.2. In the event of any interpretation arising out of this  
Constitution or in the event of a case arising for which no provision is  
made in this Constitution that question of interpretation or matter for  
which no provision is made must be confirmed by a regular meeting  
of AUGC.

### 3. OBJECTS:

3.1. The objects of AUGC are:

3.1.1. To display, exhibit, hold lectures, seminars, or publish  
printed material for the purposes of education and information of  
members and/or non-members.

3.1.2. To exchange and disseminate information amongst  
members concerning the computer arts and sciences relating to Apple  
computers and relevant hardware and software.

3.1.3. To provide technical assistance to members.

3.1.4. To seek privileges and discounts for members.

3.1.5. To cater for such social and other activities as members  
shall from time to time determine to foster or promote the objects of  
AUGC.

### 4. MEMBERSHIP:

4.1. Membership of AUGC is open to persons having any  
interest in the objects set forth above and, who in the sole discretion of  
the Committee are of good character.

4.2. There shall be three categories of members.

4.2.1. Individual members.

4.2.2. Family members. Family members shall have only one vote,  
unless they pay as individual members.

4.2.3. Special members, which may be determined by a decision  
of the Committee.

4.3. Applications for membership must be made on the  
appropriate application form, and submitted to the Secretary, or  
Treasurer of AUGC.

4.4. Each new member shall receive a copy of the current  
constitution

4.5. The Committee reserves the right to reject any application  
for membership.

4.6. Any member whose subscription is two months in arrears is  
un-financial and cannot hold office, vote or enjoy any other privilege  
of membership. A member may be deleted from the list of members  
upon becoming un-financial provided the Committee gives written  
notice of its intention to do so as provided in Clause 21, but with the  
provision of 14 days notice, and the outstanding subscription is not  
paid within that time. Any member may cease to be a member by  
giving 28 days notice in writing to the Secretary and paying any  
outstanding subscriptions.

4.7. Any person who ceases to be a member shall return all of  
the property of AUGC for which they are responsible.

## **5. OFFICERS:**

5.1. The following are Officers of AUGC: President, Vice-President, Secretary, Treasurer and such persons must be financial members.

5.2. Subject to the agreement of the members at the Annual General Meeting, any financial member of AUGC may hold more than one position on the Committee.

5.3. A Patron may be appointed at a General Meeting for a period of one year or to the next AGM.

## **6. COMMITTEE:**

6.1. The Committee comprises the Officers together with at least three and not more than five other financial members.

6.2. The Committee shall decide prior to an AGM the specific responsibilities they recommend should be filled by election at the AGM, and notify those recommendations to the members.

6.3. Any member may resign from the Committee by giving notice in writing to the Secretary.

6.4. Should any member of the Committee fail to attend three consecutive Committee meetings without furnishing satisfactory reasons for such absence, the member shall cease to be a member of the Committee.

6.5. Any vacancy in the Committee between AGMs may be temporarily filled by the Committee at its discretion. Any such temporary appointment is to be presented to the following Regular Meeting of AUGC for confirmation.

## **7. POWERS OF THE COMMITTEE:**

7.1. The Committee has control of the funds and assets of AUGC and has all the administrative powers necessary to carry out the Objects of AUGC in accordance with this Constitution.

7.2. Without restricting Subclause 7.1, the Committee has the following additional powers:

7.2.1. To take out insurance in the name of AUGC for the purpose of protecting persons and property.

7.2.2. To make regulations as are necessary from time to time regarding the use of AUGC's property, facilities and buildings.

7.2.3. Generally to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights and privileges which the Committee might think necessary for the purpose of any of the Objects of AUGC. In particular the Committee may acquire land, buildings, easements, machinery, equipment or motor vehicles.

7.2.4. To construct, maintain, alter or dismantle any buildings, equipment or works necessary or convenient for the purposes of AUGC.

7.2.5. To invest any of AUGC's funds not immediately required in any investments authorised by the law in New Zealand for the investment of trust moneys.

7.2.6. To sell, improve, manage, develop, exchange, lease, dispose of or otherwise deal with all or any part of AUGC's property.

7.2.7. To borrow or raise money by overdraft from any bank, or in such manner as may be thought fit and to secure the repayment thereof and in particular by the issue of debentures or by mortgage or lien on the whole or any part of AUGC property or assets both present and future provided always that no such debentures or mortgages, charge or lien may be made or given without the prior consent of members in General Meeting, but no lender having dealings with AUGC may be concerned to see or inquire whether such consent has in fact been given.

7.2.8. To be responsible for AUGC's funds. All moneys received by or on behalf of AUGC must be paid into a bank account or accounts and cheques, bills and withdrawal forms drawn on such accounts must be signed by two Officers. No moneys owing by AUGC may be paid out or other payments made except with the authority of a resolution of the Committee.

7.2.9. To be responsible for AUGC's property. Notwithstanding Subclause 7.2.8, the Committee must not dispose of property in excess of the value of one thousand five hundred dollars, nor incur expenditure in excess of the sum of one thousand five hundred dollars without the prior approval of AUGC in Regular Meeting or AGM or at a Special General Meeting called for that purpose.

7.2.10. To determine AUGC's bank from time to time.

7.2.11. To appoint a solicitor for AUGC from time to time as required.

7.2.12. To raise funds by means of any scheme, appeal, project, raffle, exhibition, demonstration or other method to provide, alter or demolish as applicable buildings, plant, equipment, apparatus, facilities and amenities and all or any of the foregoing objects in Clause 3.

## **8. DUTIES:**

8.1. The Committee, acting on behalf of all members, manages the organisation of all meetings and other activities of AUGC in a manner in keeping with the Objects of AUGC, and ensures that legal obligations of AUGC are fulfilled.

8.2. The President (or the Vice-President in the President's absence) provides leadership of AUGC, and chairs, or arranges a suitable person to chair, all AUGC and Committee meetings.

8.3. The Secretary convenes all meetings, must keep proper minutes and records of all matters and correspondence and meetings and must advise the Registrar of Incorporated Societies of changes in the Registered Office of AUGC and AUGC's Constitution.

8.4. The Treasurer receives all moneys due, keeps the accounting records and the record of membership and reports to the Committee and AUGC as is from time to time required. The Treasurer must forward to the Registrar of Incorporated Societies each year any records required by the Registrar.

8.5. Accounts must be audited at the end of the financial year and the results presented to the AGM.

## **9. COMMITTEE PROCEDURE:**

9.1. The Committee meets from time to time on an as-required basis and may make, repeal and amend such regulations as it may consider necessary or convenient for the proper administration of AUGC.

9.2. Such regulations, repeals and amendments are binding on all members until otherwise determined by the Committee, provided that no such regulations conflict with this Constitution, or the Incorporated Societies Act 1908. Any motion carried applies immediately the vote is declared and published.

9.3. Any Financial member may be present at a Committee meeting but has no right to vote and may take part in discussion only at the invitation of the person chairing the meeting.

9.4. Except as expressly provided in this clause, the Committee determines its own procedural rules for the conduct of its meetings.

9.5. The President, in consultation with the Committee, decides when and where the Committee meets. The Secretary must on the requisition of any two Committee members summon a Committee meeting within seven days of the date of receipt of such a requisition. Notice of meeting may be given in writing or by personal communication.

## **10. APPOINTMENT OF OFFICERS, COMMITTEE AND OTHER PERSONS:**

10.1. The Committee must be elected at each AGM, and normally holds office until the completion of the next AGM.

10.2. The new President may take office immediately upon election as members present see fit.

10.3. At each AGM an auditor shall be appointed. The Auditor shall not be a member of the Committee and shall hold office until the conclusion of the next AGM. At the AGM's discretion this appointment may be delegated to the incoming Committee.

10.4. The Committee has the authority to co-opt members of AUGC for the purpose of achieving any of the objects set out in Clause 3. Co-opted members do not have Committee voting rights.

## **11. REMOVAL OF COMMITTEE MEMBERS:**

11.1. A member of the Committee can be removed from office by a 60 percent majority vote on a resolution at a Special General Meeting provided that intention to move the resolution has been given in the notice calling the meeting. The Officer or Committee member referred to must be served with notice of the resolution in accordance with Clause 21 except that 14 days notice of the meeting must be given. The Officer or the Committee member must be given the opportunity to address the meeting or may have read to the meeting a written statement of reasonable length before the vote is taken.

## **12. EXPULSION OF MEMBERS:**

12.1. If in the opinion of the majority of financial members attending any AUGC meeting it is considered that any member is or has been acting in a manner contrary to this Constitution or otherwise likely to bring AUGC into disrepute, then the meeting may direct the Committee to inquire into the conduct of that person.

12.2. If a complaint is made to the Committee in writing that any member of AUGC has acted or is acting in a manner contrary to the Constitution of AUGC then the Committee may, if it considers there are good grounds for doing so, conduct an enquiry into the conduct of that member.

12.3. Any such enquiry shall be conducted by the Committee at a meeting summoned for that purpose and by such method of procedure as they may determine.

12.4. Before an enquiry is held the member complained of shall be served with notice of the proceedings and shall be given at least seven days notice of the time and place thereof. The notice of time and the place shall have annexed a copy of the original complaint and shall state specifically that the matter is being actioned in terms of this clause of the Constitution.

12.5. Any member whose conduct is the subject of such an enquiry may appear at the enquiry and may make submissions on their own behalf. The member may be represented by Counsel or by another person on their behalf. The member may call witnesses to give oral evidence and may submit written representations of reasonable length to the Committee.

12.6. If the member, having been properly notified, fails to appear at the appointed time and place or to make submissions or to be represented by counsel or by some other person, the Committee may proceed to hear and determine the matter forthwith.

12.7. AUGC shall not be liable for the expense of the member in respect of travelling, accommodation, engagement of Counsel, calling any witness, or in any other way in connection with the enquiry but the Committee may at its discretion and without admission of liability by so doing make a grant to the member to cover the whole or part of the member's expenses.

12.8. The Committee may at the expense of AUGC engage Counsel and call witnesses relating to the matter in question.

12.9. If in the opinion of a majority of the Committee that the member whose conduct was the subject of the enquiry has acted or is acting in a manner contrary to the Constitution of AUGC or in a manner likely to bring AUGC into disrepute the Committee may admonish the member or may expel the member from AUGC.

12.10. In all cases where the Committee imposes one of the penalties prescribed above, the fact that the penalty has been imposed together with a brief statement of the circumstances, shall be notified to all members either by inclusion in the business of the AGM or in such other manner as the Committee shall decide and in addition the Committee shall disclose to all members the name of the member upon whom the penalty was imposed unless the Committee considers there are special reasons why the name of the member should not be so disclosed.

12.11. The Committee may at its discretion delegate the hearing of any complaint to a subcommittee of the Committee or, alternatively, in special circumstances, of which the Committee shall be the judge, to a Commissioner who need not be a member. It shall be the duty of any subcommittee of AUGC to hear the complaint in the manner described above and to report to the Committee and make recommendations as to whether the complaint has been proved. The appropriate penalty shall be imposed by the Committee.

12.12. Subclauses 12.1 to 12.11 apply to any complaint received against a member of the Committee. However, after the person has made their written or verbal statement to the Committee, they shall not remain present while the discussion relating to the complaint takes place, and shall not vote or be included in counting a quorum for any matter in connection with the complaint.

12.13. The Committee may admonish the member or expel the member from AUGC.

## **13. QUORUM:**

13.1. For a Regular, Special or Annual General Meeting a quorum comprises not fewer than 15 financial members, but subject to the further provisions set out here. In the case of a Special or AGM, if a quorum is not present 15 minutes after the published commencement time the meeting must be abandoned and notice given for a replacement meeting to be called within 35 days after the original

meeting was scheduled, when those present at the commencement time constitute a quorum.

13.2. In the event of a proposal to liquidate AUGC, and subject to Clause 18, those Financial members present 15 minutes after the published commencement of the confirmation meeting constitute a quorum.

13.3. A quorum of the Committee is at least half of its members including at least two Officers.

## **14. MEETINGS:**

14.1. An AGM must be held as soon as possible after the end of the financial year. Notice of the meeting must be given in writing to financial members at least 28 days in advance. It is in order to provide this information through an AUGC newsletter provided such a document is published on a regular basis.

14.2. Only financial members can speak and vote at any meeting. Non-financial members may be invited to speak.

14.3. The AGM receives, and may act on, the reports of the Committee and the financial statements, elects Officers and the Committee and fills vacancies as elsewhere provided for, and generally deals with such matters as may be necessary.

14.4. A Special General Meeting may be called at any time by resolution of the Committee, or upon the written request of not fewer than 20 per cent of financial members.

14.5. The Secretary must act within 48 hours upon receipt of such a request or direction of the Committee to give written notice to all financial members of such a special meeting, which shall be held not earlier than seven days and not later than 45 days following the mailing out of such notice. The purpose of any such meeting must be given in the notice, along with any proposed resolution and the venue and time of the meeting. It is in order to provide this information through an AUGC newsletter provided the timing provisions of this subclause are met.

14.6. A Regular Meeting is one whose timing is predictable, eg, monthly or according to a formula set down in advance and agreed to by AUGC. Business other than that requiring a Special General Meeting or the AGM may be transacted, along with any other activities generally in line with the Objects of AUGC.

14.7. Voting at a Regular, Special, Annual or Committee meeting is by show of hands or otherwise as the President may direct, except that a secret ballot may be requested by any financial member present. Such a request does not require a vote.

14.8. Voting by proxy is not permitted.

14.9. A financial member may lodge a written note setting out their views with the Secretary prior to the meeting. This note may be read to the meeting at the Committee's discretion.

14.10. Any member chairing any meeting of AUGC will not have a casting vote. Where voting on a motion is evenly split, the motion/proposal is declared lost. Where voting on an election is evenly split, another vote will be taken.

## **15. SUBSCRIPTIONS:**

15.1. The annual subscription is the amount payable to entitle financial membership for the current financial year. It is determined by the AGM, and falls due forthwith.

15.2. The subscription year for each member is for the period of twelve months commencing from the anniversary date of the member joining AUGC.

## **16. INTELLECTUAL PROPERTY:**

16.1. The unauthorised reproduction of copyright or proprietary materials at any AUGC meeting or activity is expressly prohibited.

16.2. The Committee may take disciplinary action against offenders.

16.3. Devices, arrangements or programs shown or described at AUGC meetings, or in any AUGC publication may embody patents or copyright. Information is furnished without responsibility for its use and without prejudice to any such right.

16.4. All reasonable precautions are to be taken by AUGC to ensure the advice and data is reliable. However, AUGC can accept no responsibility for any such advice or action taken as a result of such advice.

**17. ALTERATION OF CONSTITUTION:**

17.1. The Constitution of AUGC may be altered, added to or rescinded by a resolution of 60 percent of the financial members present and voting at a Regular, Special or Annual General Meeting in whichever case provided that 28 days notice has been given to all members indicating the nature of such intended alteration, addition or rescission.

17.2. No addition to or alteration or rescission of the rules of AUGC may be approved if it affects any part of Clauses 3, 18 or 19, except with the specific permission of the Inland Revenue Department.

17.3. Before submitting a proposed alteration to the Registrar, AUGC must obtain approval for the alteration from the members.

**18. PERSONAL PECUNIARY BENEFIT:**

18.1. No member, or person associated with a member, of AUGC shall derive any income, benefit, or advantage from AUGC where they can materially influence the payment of the income, benefit, or advantage; except where that income, benefit, or advantage is derived from:

- (i) Professional services to AUGC rendered in the course of business charged at no greater rate than current market rates; or
- (ii) Interest on money lent at no greater rate than current market rates.

**19. VOLUNTARY LIQUIDATION:**

19.1. AUGC may be liquidated voluntarily if at a general meeting members pass a resolution requiring it to be wound up and the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than thirty days after the date on which the initial resolution was passed. In each case a simple majority of the valid votes cast by members present and voting is required. A simple majority is half the votes plus one, as provided in the Incorporated Societies Act 1908. If the resolution is lost at the second meeting then the initial resolution lapses. If the confirming resolution is passed then members present must appoint one or more liquidators to wind up the affairs of AUGC. The liquidator or liquidators must at the earliest practicable time inform the members of AUGC's decision to undertake voluntary liquidation. Any surplus assets remaining after payment of all liabilities must not be distributed among members but must be distributed to other non-profit organisations within New Zealand having the same or similar charitable objectives.

**20. COMMON SEAL:**

20.1. The Common Seal of AUGC must be kept in the custody of the Secretary. It must not be affixed to documents except with the authority of a resolution of the Committee. When such authority is given, the Seal must be affixed by a Committee member in the presence of two other Committee members and all three members must attest to its fixing.

**21. SERVICE ON MEMBERS:**

21.1. Any notice which by this Constitution or any regulations made under its provisions is required to be served upon a member is served by posting that notice to that person's last known residential or business address by prepaid registered post and is deemed to have been served two working days after being handed to the postal authorities for delivery.

21.2. Any notice of meeting, where notice is required, must be given to members by posting that notice by ordinary prepaid post to the member's last known residential or business address and is deemed to have been delivered in the ordinary course of post.

21.3. No meeting may be deemed improperly constituted and no decision reached at any meeting is invalid solely on the grounds that because of accident or inadvertence the requisite notice has not been given to any member unless the meeting itself determines otherwise.

**22. MISCELLANEOUS:**

22.1. The Registered Office of AUGC is the residence of the Secretary or such place as the Committee may decide from time to time.

22.2. The financial year of AUGC commences first of January, and ends on thirty-first of December each year unless determined otherwise at an AGM.

22.3. No part of AUGC's income or other funds is to be used or available for the private use of any member or an associated person of any member and no action shall be taken which would alter the tax-limited status of AUGC with respect to the Inland Revenue Act.

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**EXHIBIT NOTE.**

These are the rules referred to in the annexed statutory declaration of the

**Apple User Group of Canterbury Incorporated**

made at Christchurch this \_\_\_\_\_ day of \_\_\_\_\_ 2000

Before me:

\_\_\_\_\_  
A Solicitor of the High Court of New Zealand or Justice of the Peace.