

RULES of The MOTAT SOCIETY

1. NAME

The Museum of Transport and Technology Society is established under Section 14 (1) of the MOTAT Act 2000. As defined at Sections 14(2) and 14(3) of the Act, the Society is the same body as the body that, immediately before establishment day (defined under Section 3 of the Act as 1 May 2000), was registered under the Incorporated Societies Act 1908 under the name The Society of the Museum of Transport and Technology of New Zealand (Incorporated). The Society ceased to be registered under the Incorporated Societies Act on establishment day.

The Society is usually known as “The MOTAT Society”

2. PURPOSE

By virtue of Sections 11(1) and 11(2) of the MOTAT Act 2000, the Society is deemed to be established exclusively for charitable purposes within New Zealand and all actions and business carried out pursuant to that Act are deemed to be carried out exclusively for charitable purposes and not for the pecuniary gain of any person.

3. OBJECTS

The objects of the Society, as specified in Section 14 (4) of the Act, are:

- (a) To support the Museum in its objectives and functions as specified in Sections 12 and 13 of the Act;
- (b) To affiliate with other societies, as the Society may from time to time consider appropriate;

Further objects of the Society are:

- (c) To promote any activities in support of those endeavours of the MOTAT Board that the Society considers are consistent with section 3(a) above and to give support to such endeavours;
- (d) To provide benefits which encourage participation in the Society, growth of the Society's membership, and partnership with the MOTAT Board in the work of the Museum.

4. GOVERNANCE

As specified in Section 14 (5) of the Act, the Society shall govern its own affairs through a Committee elected in accordance with rules adopted and amended from time to time by the Society.

5. RESPONSIBILITIES

As specified in Section 14 (6) of the Act, the Society Committee shall, as required from time to time, call for nominations and exercise on behalf of the Society the powers of appointment to the MOTAT Board conferred by Section 5 of the Act.

6. OFFICERS AND PATRONS

- (a) The Officers of the Society shall consist of the Chairman, Secretary and Treasurer. The positions of Secretary and Treasurer may be held separately by two persons or one person may carry out both positions,
- (b) The Committee shall have the power to invite eminent persons to be the Patron or Vice-Patrons of the Society.

7. ADMINISTRATION

- (a) The affairs of the Society shall be administered by the Committee (“the Society Committee”) defined in Section 14 (5) of the MOTAT Act 2000.
- (b) The Committee shall have the power to form subcommittees to conduct or control any aspects of the Society's activities. These subcommittees shall include at least one member of the Committee.
- (c) The Committee shall have the power to negotiate and make agreements with the MOTAT Board or its Director.
- (d) The Committee shall recommend potential Life Members of the Society and shall put forward other Society awards for approval by the Annual General Meeting.

8. ELECTION OF THE COMMITTEE

- (a) The Society Committee shall be appointed annually.
- (b) The Committee shall comprise ten (10) members.
- (c) One Committee member shall be democratically elected by the Volunteer Worker members of each of the five largest sections of MOTAT, as indicated by the Society's membership database as at the 15th day of August immediately prior to the Annual General Meeting. Each such section may also appoint a second person to act for the elected Committee member in the event of that member being unable to attend any meeting of the Committee.
- (d) The balance of five Committee members to make up the total of number, shall be elected from the Society membership at large by those members present and entitled to vote at the Annual General Meeting.
- (e) Prior to each Annual General Meeting, the Secretary will determine, by reference to the membership database, the five sections from which Committee members are to be elected by the sections under Rule 8(c).

- (f) The Secretary shall notify the current elected section Committee member (where there is one) or the section head (where there is no current elected section Committee member) of the requirements of Rule 8(c), in sufficient time for the section Committee members so elected to be announced by the Secretary to the Annual General Meeting.
- (g) The Secretary will give each current Society member at least fourteen (14) days notice of the nominations required for the five Committee positions under Rule 8(d). Nominations shall be in writing, seconded and received by the Secretary at a time and place specified in the notice. Where the number of nominations received and members elected is less than the five required, nominations for the shortfall in numbers to be elected may be received at the meeting.
- (h) Each person seeking election to the Committee or nominating or seconding a candidate under either Rule 8(c) or (d) shall be a current member of the Society, entitled to vote and not in arrears of any membership fees.
- (i) The Officers shall be elected from among the total number in Rule 8(b), by the Committee at its first meeting after each Annual General Meeting. Notwithstanding this provision, the Committee may at its discretion appoint a Secretary and/or Treasurer from outside of the elected Committee. Any person so appointed to either or both positions need not be a member of the Society. Any such appointee or appointees shall not have voting rights on the Committee.
- (j) The Officers and other Committee members shall serve in their respective capacities until the next Annual General Meeting. The Committee shall have the power to appoint a member of the Society to fill any vacancy that may occur on the Committee between Annual General Meetings.

9. MEMBERSHIP

- (a) The Committee shall determine from time to time the categories of Society membership. There shall be, in any event, a Volunteer Worker member category with entitlement to vote at meetings.
- (b) The voting rights and other benefits attaching to each category of membership shall be recommended from time to time by the Committee and duly ratified by the Annual General Meeting or a Special General meeting called for that purpose.
- (c) Any person or organisation having an interest in promoting the objects of the Society may apply for membership. Such applications for membership shall be in writing. The Committee shall determine whether membership applications are accepted, or not.
- (d) Any member who defaults in the payment of membership fees or who in any way acts in a manner prejudicial to the reputation or good order of the Society may be removed from membership by the Committee.
- (e) Any member may resign from the Society by giving written notice to the Secretary and making payment of outstanding membership fees.

10. FEES

- (a) The fees payable by members in each category of membership will be fixed by the Annual General Meeting or a Special General meeting called for that purpose.
- (b) The Committee may on such grounds as it thinks fit remit either wholly or in part any fees, levies or penalties due from any member or may grant time for payment thereof or part thereof.

11. CONDUCT OF MEETINGS

- (a) The Committee shall regulate all meetings, including general meetings, to ensure that the democratic process is followed. At meetings of the Committee a quorum will be constituted when more than one-half of the full Committee is present.
- (b) The mode of voting on all business at all meetings shall be by voice at the discretion of the Chairman, or, on request from the floor, by show of hands. All matters shall be decided by a majority of members present and entitled to vote and the Chairman shall have a casting vote in addition to his/her deliberative vote in the event of equality of votes. If demanded by at least three members present and entitled to vote, a secret ballot shall be taken on the election of members of the Committee. Proxy votes are not permitted.
- (c) In the absence of the Chairman any member of the Committee may be appointed chairman for the meeting at which the Chairman is absent. The chairman, in the event of equality of votes, shall have a second or casting vote.
- (d) Where any member of the Committee is absent from three consecutive meetings without the leave of the Committee then the member's position on the Committee shall be declared vacant.
- (e) Nothing in these Rules shall prevent the Committee from developing protocols for holding meetings by electronic means, or holding meetings in accord with those protocols.

12. NOTICE OF GENERAL MEETINGS

At least fourteen (14) days notice in writing of every General Meeting, specifying the place, day and hour of the meeting and the nature of the business to be covered shall be given by the Secretary to every current member of the Society.

13. GENERAL MEETINGS

13.1 Annual General Meeting

The Annual General Meeting of the Society shall be held in the month of September every year at a date, time and place to be fixed by Committee, for the following purposes:

- (a) To receive from the Committee an annual report, balance sheet and statement of accounts made up to the end of the preceding June.

- (b) To announce the elections of those Committee members made under Rule 8(c).
- (c) To elect the balance of Committee members under Rule 8(d).
- (d) To decide on any resolution which may duly be submitted to the meeting.

13.2 Special General Meetings

- (a) The Committee may for any special purpose call a Special General Meeting of the Society members.
- (b) Any twenty (20) members entitled to vote and not in arrears of any required membership fee, may requisition the Committee to call a Special General Meeting. The requisition is to be in writing stating the purpose for which the meeting is required.
- (c) In any case of calling a Special General Meeting, that meeting is to be called in accordance with Rule 12.

13.3 Quorum

- (a) At any General Meeting of the Society the presence of thirty (30) members entitled to vote and not in arrears of any required membership fee shall constitute a quorum.
- (b) In the event of a quorum not being present after twenty (20) minutes then the meeting may be adjourned by the Chairman thereof to a new date, time and place not being earlier than seven (7) days from such meeting and at the adjourned meeting no quorum shall be necessary to complete the business for which the earlier meeting was called.

14. MINUTES

The Secretary shall keep Minutes of all General and Committee Meetings and such Minutes shall be confirmed at the following General or Committee Meetings respectively.

15. FINANCE

- (a) The financial year of the Society shall be from the 1st of July until the end of the following June.
- (b) All monies of the Society shall be forwarded to the Treasurer who shall account for the same in a proper manner by a Statement of Accounts presented to each Committee Meeting.
- (c) The Society will operate bank accounts with any bank approved by the Committee and cheques drawn must be signed by any two of the Chairman, Secretary and Treasurer, if they are members of the Committee, or any other members of the Committee as the Committee may approve by resolution. The Committee may also authorise the Treasurer to be a cheque signatory if he or she is not a member of the Committee.

16. BORROWING POWERS

The Society shall in addition to other powers have a power to borrow or raise money from time to time for the objects of the Society by issue of debentures, bonds, mortgages or any other security over all or any of the property and/or rights of the Society or without security and upon such terms as the Society shall think fit, provided however that the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Society passed at a special general meeting called for that purpose.

17. PECUNIARY INTEREST

- (a) All income and property of the Society shall be applied solely towards the promotion of its objects as set forth in these rules and no portion thereof shall be paid to or transferred directly or indirectly to members of the Society.
- (b) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- (c) Any payment made to a member by the Society shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).
- (d) The provisions and effect of Rules 17(a) to (d) shall not be removed from these Rules and shall be included and implied in any document replacing these Rules.

18. ETHICAL CONDUCT

Where any actual, potential or unresolved conflict of interest arises in regard to a Committee or subcommittee member's personal or family involvement in matters related to the business of the Society or the Museum, that member shall immediately and fully declare such conflict to the meeting. The member shall abide by the ruling of the meeting as to the member's further participation in that item of business.

19. REVIEW OF FINANCIAL STATEMENTS

- (a) The Society Committee shall engage a person with the appropriate skills to undertake a review of the statements of accounts and supporting records for each financial year, and may from time to time extend the scope of the review if it so considers appropriate. No member of the Committee may undertake that review.
- (b) Copies of the Society's Balance Sheet shall be included with the notice of the Annual General Meeting.

20. ALTERATION TO RULES

These Rules shall not be amended, added to or rescinded except by a resolution passed by a majority of the members present and entitled to vote at an Annual General Meeting or a Special General Meeting convened for the purpose unless written notice of the proposed amendment, addition or rescission has been sent by the Secretary to every member not less than fourteen (14) days prior to the holding of such meeting provided that no addition to or alteration of the Rules shall be approved if it changes the effect of Rule 2 (charitable purpose) or Rule 17 (pecuniary interest).

21. THE SEAL

The Committee shall provide for the safe custody of the Seal which shall only be used by authority of the Committee and shall be affixed to any instrument, deed or document requiring to be sealed, in the presence of two (2) members of the Committee (one of whom shall be the Chairman or Secretary) who shall subscribe their names and offices thereto as witnesses.

22. DISSOLUTION

- (a) Unless otherwise provided for in any subsequent Act, in the event of the MOTAT Act 2000 being amended in such manner as to dis-establish the Society defined at Section 14 (1) of the Act, or in the event of the MOTAT Act 2000 itself being repealed, the Society shall, unless appropriate provision is made in other legislation, obtain registration as an Incorporated Society under the Incorporated Societies Act, with essentially the same objects as set out in Rule 2.3 of these Rules, and the assets, debts and liabilities of the present Society shall pass to the said incorporated society.
- (b) In the event that any Act prevents the formation and registration of the incorporated society contemplated in Rule 22(a) and unless any Act prevents the action outlined below, then, after payment of all costs, debts and liabilities affecting the assets of the present Society and any Trusts affecting the same, all the funds and property of the present Society shall be realised and distributed to the MOTAT Board, but in the event of it being already wound up, to other charitable organisations having like purposes within New Zealand in the manner directed by the majority of members of the Society present at a General Meeting which shall consider this matter.

23. DISPUTES

Except in the case where these Rules or their interpretation is found by competent authority to be in conflict with the MOTAT Act 2000, the Society Committee shall be the sole authority for the interpretation of these Rules. The interpretations and decisions of the Committee in any matters falling under these Rules, or upon matters affecting the Society and not provided for in these Rules, shall be final and binding on the members, subject only to a right of appeal to a Special General Meeting called in accordance with Rule 13.2.

24. MISCONDUCT

If in the opinion of the Committee, a member has been found guilty of conduct injurious to the interests of the Society, the Committee shall have the power to cancel his, her or its membership. Decisions regarding expulsions and misconduct shall in all cases be investigated according to a natural justice procedure adopted by the Committee

Adopted by the Society, at Auckland, this day of 2012

Signed Chairman

Signed Secretary

Signed Treasurer