

Constitution
Under the Incorporated Societies Act 1908
Revised Version - Dated at Christchurch
This 1st Day of April, 2017

1.Name

1.The name of the Society shall be;

“Ferrymead Printing Society Incorporated”

The Society is constituted by resolution dated July 12, 1973 and revised October 1992, 1st April 2017

2. Registered Office

The registered office of the Society shall be at such place as the Executive may from time to time determine.

3. Interpretation

In these rules, unless a contrary intention appears, “The Society” means “Ferrymead Printing Society Incorporated”, “Executive: means the members of the committee for the time being appointed under section 5 of this constitution.

“Year” means the financial year of the Society which shall extend from the 1st day of April in any year until the 31st day of March in the following year.

“Resolution” means a resolution passed by a majority of those voting at any general or committee meeting.

“Special Resolution” means a resolution passed by a two thirds majority of those voting at a general or committee meeting.

Words imparting the masculine gender shall be deemed to include the feminine and words imparting the singular shall be deemed to include the plural.

4. Purposes of Society

(a) To find, purchase, acquire, restore, preserve, maintain and exhibit any objects of, or connected with printing, at Ferrymead near Christchurch for public education and enlightenment.

- (b) To use demonstrations, workshops and printed and digital media, to promote an interest in, and inform people about, the history of printing and/or bookbinding with particular reference to its place in the history of Christchurch and Canterbury.
- (c) To provide opportunities, through workshops, demonstrations and other, for people to acquire the art and skills of printing and/or bookbinding.
- (d) To purchase or acquire all plant and machinery necessary for the restoration, preservation and maintenance of all printing equipment in a safe working condition.
- (e) To arrange social functions for the purpose of promoting any of the objects of this Society.
- (f) To foster, encourage and promote the Purposes of the Society of the Ferrymead Trust
- (g) To acquire by purchase, lease, hire, gift or otherwise, and to sell or otherwise dispose of, lease, let, lend, mortgage, charge or otherwise deal with any real or personal property for or in connection with the Purposes of the Society
- (h) To erect, construct, alter or move any building, machinery and equipment and do all other things reasonably necessary for attaining the Purposes of the Society
- (i) To act in co-operation with the Government or any other Institution, Authority, Board, Society, Club or Committee for the promotion of the Purposes of the Society.
- (j) To affiliate with any other club or organisation having similar Purposes to the Society.
- (k) To do all such things as are incidental or conducive to the attainment of all or any of the above Purposes of the Society
- (l) In constructing the foregoing Purposes of the Society, the construction of any clause shall not be restricted by reference to any other clause.
- (m) Pecuniary gain is not a purpose of this Society.
- (n)

5 Management of the Society

5.0 Managing Committee

- 5.1 The Society shall have a managing committee (“the Executive”), comprising the following persons;
- a. The President
 - b. The Vice President
 - c. The Secretary
 - d. The Treasurer
 - e. Such other Members/ Office holders as the Society shall decide
- 5.2 Notwithstanding that the officers of Secretary and Treasurer may be combined
- 5.3 Only Members of the Society may be members of the Executive.
- 5.4 There shall be a minimum of three Executive Members in addition to the Officers.
- 5.5 The entire management of the Society and all its property shall be managed by the Executive.

6 Cessation of Executive Membership

- 6.1 Persons cease to be an Executive Member when;
- a They resign by giving written notice to the Committee
 - b They are removed by majority vote of the Society at a Society meeting
- 6.2 If a person ceases to be an Executive Member, that person must, within one month, give to the Committee all Society documents and property.

7 Nomination of Executive Members

- 7.1 Nominations for members of the Executive shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All retiring members of the Executive shall be eligible for re-election.
- 7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Executive may appoint another Executive Member to fill that vacancy until the next Annual General Meeting.
- 7.3 If the position of any Executive Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 7.4 If any Executive Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person’s position to be vacant.

8 Role of the Executive

- 8.1 Subject to the rules of the Society (“The Rules”), the role of the Executive is to:
- (a) Administer, manage, and control the Society;
 - (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - (c) Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;

- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations.

8.2 The Executive has all of the powers of the Society, unless the Executive's power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Executive shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Executive bind the Society, unless the Executive's power is limited by these Rules or by a majority decision of the Society.

9 Rolls of Executive Members

- 9.1 The President is responsible for;
- a. Ensuring that the Rules are followed.
 - b. Convening Meetings and establishing whether or not a quorum (half of the Executive) is present.
 - c. Chairing Meetings, deciding on who may speak and when.
 - d. Overseeing the operation of the Society.

e. Providing a report on the operations of the Society at each Annual General Meeting

9.2 The Vice President is responsible for;

- a. taking the chair at any meeting at which the President is not present
- b. acting in the President's role on any occasion where the President is indisposed, either for a short or long term timeframe, ensuring the President's duties, as outlined in 8.1 are undertaken.

9.3 The Secretary is responsible for;

- a. Recording the minutes of Meetings
- b. Keeping the Register of Members
- c. Holding the Society's records, documents, and books except those required for the Treasurer's function.
- d. Receiving and replying to correspondence as required by the Committee.
- e. Forwarding the annual financial statements for the Society to the Register of Incorporated Societies upon their approval by the Members at an Annual General Meeting
- f. Advising the Registrar of Incorporated Societies of any rule changes.

9.4 The Treasurer is responsible for;

- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained.
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies.

c. Providing a financial report of the current financial state of the Society at each Executive Meeting.

d. Providing financial information to the Executive as the Executive determines.

10 Sub Committees:

10.1 The Executive may appoint sub-committees for any purpose and may appoint any person thereto.

10.2 The Executive may, in its absolute discretion, determine any disputes on matters arising in any sub-committees

11 Executive Meetings

11.1 Executive meetings may be held via video or telephone conference, or other formats as the Executive may decide.

11.2 No Executive meeting may be held unless more than half of the Executive Members attend.

11.3 The President shall chair Executive meetings, or if the President is absent, the Executive shall elect an Executive member to chair that meeting.

11.4 Decisions of the Executive shall be by majority vote.

11.5 The President or person acting as President has a casting vote, that is, a second vote.

11.6 Only Executive members present at an Executive meeting may vote at that Executive meeting.

11.7 Subject to these rules, the Executive may regulate its own practices.

11.8 The President or his nominee shall adjourn the meeting if necessary.

12 Membership

12.0 Types of Membership

12.1 Full Membership

Eligibility: All persons 15 years of age or over shall be eligible for Full membership of the Society.

12.2 Junior Membership

Eligibility : Students under the age of 15 years may be accepted as Junior Members subject to the following conditions;

a. If working in the Workshop or Studio, they must be supervised by an adult at all times.

b. They may only operate hand operated presses and equipment

12.3 Business and Corporate Membership.

Eligibility : All print and trade related businesses are able to be full members of the Society at a special rate set annually by the Executive.

12.4 Life Membership

Eligibility : A Life Member is a full, voting member of the Society who is exempt from any further dues. Life membership may be bestowed on a member who has made a major contribution to the Society.

They may also be elected to serve on the Executive. A nomination for Life Membership can be made and seconded by any financial member of the Society. The nomination is to be made by way of written nomination with signatures of nominator and seconder. This is to go before the Executive which shall consider the nomination and if they agree to it unanimously, then it shall be forwarded as a motion to the Annual General Meeting. The A.G.M. must pass the motion with at least a 75% majority for it to be successful.

12.5 Honorary Membership

Eligibility :Honorary Membership is a full, voting member of the Society who is exempt from any further dues. Honorary membership may be bestowed upon a person, not necessarily a member of the Society, who has given exceptional service or support to the Society for a significant period of time.

Honorary Membership Process;

- a) An individual may be nominated by a member of the Executive at an Executive meeting and accepted as an Honorary Member by unanimous vote.
- b) An individual may be nominated for Honorary Membership by a Society Member, supported by a second Society Member. The Honorary Membership Nomination form shall be completed and submitted 10 days before the February Executive Meeting for consideration. Upon unanimous vote of the Executive in favour of the proposal, the individual shall be bestowed with Honorary Membership at the A.G.M.

12.6 Admission of Members:

Membership - Individuals or Businesses wishing to become members of the Society shall complete the Membership Form in consultation with a member of the Executive and be accepted as members:

- (a) on completion of the Membership Form
- (b) the payment of Membership Dues
- (c) approval of the Membership Secretary

New members shall be provided with copies of the Constitution and Risk Assessment Management Form.

13 The Register of Members

13.1 The Membership Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Executive requires.

13.4 Members shall have reasonable access to the Register of Members.

14.0 Obligation of Members

14.1 All members (and Executive Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

14.2 Assent to Rules

The members of the Society shall be held to consent to, and to be bound by, these rules and to agree to act in any official capacity under the direction of the President at Society events.

15 Cessation of Membership

15.1 Where the subscription or other fees of any member shall fall in arrears, such member, may, by special resolution of the Executive, be deemed to have resigned and their membership cancelled.

15.2 Resignations: Any member may resign from membership of the Society and/or Executive by giving notice in writing to the Secretary of his intention to do so or advising the Membership Secretary verbally.

15.3 Expulsion or Suspension: The Executive may, by special resolution, expel or suspend from membership any member who

commits a breach of these rules or is guilty of conduct which the Executive, in its absolute discretion, does not consider to have been in the best interests of the Society.

Before the expulsion or suspension is enacted, the Executive must immediately inform the Member of how they are breaching the Rules or acting in a manner inconsistent with the purposes of the Society and allow the Member, within 30 days, to address the Executive in person or write to the Executive giving reasons why the Executive should not terminate the Member's Membership.

If within 30 days the Executive has not heard from the Member or the Executive is not satisfied with the members explanation, the Executive may, in its absolute discretion, immediately terminate the Member's Membership.

- 15.4 Appeals A member may appeal against the Executive's decision, and has 60 days to address the Executive in person or write to the Executive giving reasons why the expulsion or suspension should not stand.

The Society shall then, by majority vote, decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

Money and Assets of the Society

16 Use of Money and Other Assets

- 16.1 The Society may only Use Money and Other Assets if;
- It is for a purpose of the Society
 - It is not for the sole personal or individual benefit of any Member; and
 - That use has been approved by the Executive or by a majority vote of the Society

16.2 Bank Accounts

- The Executive may, on behalf of the Society, open, close, or maintain any bank accounts, whether savings, trading or otherwise, as they consider desirable
- It shall be the duty of the Treasurer to receive and recover from the members of the Society or from any other persons or organisations whatsoever, all monies to which the Society is entitled and to pay all the same regularly into the appropriate bank account.
- The Executive shall appoint two trustees as well as the Treasurer, upon whose any two signatures the accounts will be operated.

16.3 Power to Borrow

The Society shall have power to borrow each time such sums of money as it from time to time deems necessary for the proper administration of its affairs and for that purpose may pledge by way of security the whole or any part of its assets, and with the Executives' absolute discretion.

16.4 Power to Invest:

The Society shall have power to invest such sums of money as it from time to time deems necessary in any manner in which the Executive in its absolute discretion thinks fit.

16.5 Charges:

The Executive may in its absolute discretion make any charge to any person, member or otherwise, for the use of any Society property or privilege.

16.6 Production:

Production from the Print Shop shall be restricted to printing for the Ferrymead Trust and the Societies forming the Ferrymead Historic Park, and will be invoiced at a nominal charge.

16.7 Profit by Members

No member of the Society shall receive any profit or emolument from the Society

16.8 Subscriptions and Entrance Fees

- a. Amount: Subscriptions and entrance fees may be determined for the current years by a resolution passed at a general meeting and shall remain in force unless and until altered at a subsequent general meeting
- b. Due date for Subscription: All subscriptions shall fall due each year on the first day of March and shall be in arrears if not paid by the 1st day of Sept.
- c. Members initially joining the Society after 1st Sept shall pay half the normal subscription for the part year only.
- d. If any Member does not pay a Subscription or levy by the arrears date set by the Executive, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.
- e. Due Date for Other Fees Owing: Fees other than subscriptions shall be in arrears if not paid within three months of notice of same being given.

17.0 Financial Year

The financial year of the Society begins on 1st April of every year and ends on 31st of March the following year.

18 Financial Reporting

- 18.1 The Executive shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination of the Society's finances

with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with Society's accounting policies or those of the New Zealand External Reporting Board / Accounting Standards Board for a Not For Profit - Public Benefit Entity.

- 18.2 The Reviewer must be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Executive or an employee of the Society.
- 18.3 The Executive is responsible to provide the Reviewer with;
 - a. Access to all information of which the Executive is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
 - b. Additional information that the reviewer may request from the Executive for the purpose of the review
 - c. Reasonable access to persons within the Society for whom the reviewer determines it necessary to obtain evidence.

Conduct of Meetings

19 Society meetings

- 19.1 A Society Meeting may be an Annual General Meeting or a Special General Meeting.
- 19.2 The Annual General Meeting shall be held during the month of April each year.
- 19.3 Special General Meetings may be called by the Executive. Apart from those called in special circumstances by the President, the Executive must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

Annual General Meetings

19.4. The Secretary shall;

- a. Give all Members at least 14 days Written Notice of the business to be conducted at any Annual General Meeting.
- b. The Secretary shall provide;
 - a copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Executive.
 - A list of Nominees for the Executive
 - Notice of any motions for the Annual General Meeting

19.5 All members may attend and vote at Annual General Meetings.

19.6 On any given motion at an Annual General Meeting, the President shall, in good faith, determine whether to vote by;

- a. voices
- b. Show of hands
- c. Secret Ballot

However if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting, that is, second vote.

19.7 The business of an Annual General Meeting shall be;

- a. Receiving any minutes of the previous Society's meeting(s)
- b. The President's report on the business of the Society
- c. The Treasurer's report on the finance of the Society, and the Annual Financial Statements
- d. Election of Executive Members
- e. Motions to be considered
- f. General business

20 Motions at Society Meetings

20.1 Any Member may request that a motion be voted on "Members Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before a meeting. The Member may also provide information in support of the motion ("Member's Information"). The Executive may, in its absolute discretion, decide whether or not the Society will vote on the motion. However if the Member's Motion is signed by at least 10% of eligible Members;

- a. It must be voted on at the Society Meeting chosen by the Member; and
- b. The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member ; or
- c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

21 Special General Meeting:

The Executive may at any time, and shall on requisition of at least twelve financial members (which requisition shall set out in the form of a resolution the business proposed to be transacted at such meeting) convene a Special General Meeting for any specific purposes, which meeting shall be held not more than twenty-eight days next after the date of receipt of the requisition by the Secretary, and if the Executive does not do so within that period the members making the requisition may themselves convene a meeting.

22 Quorums at Meetings

22.1 Quorum at an Annual General Meeting.

The quorum at a general meeting shall be seven members.

22.2 Quorum: The quorum at an Executive meeting shall be four persons.

23 Powers of the Executive

- 23.1 Power to Co-Opt: The Executive shall have power to co-opt to the Executive any number of members as deemed necessary
- 23.2 Power to Make Regulations
The Executive may in its absolute discretion, make rules or regulations for the management of the Society so long as such rules or regulations are consistent with and not in excess of the powers conferred by this constitution.

24 Seal

The Common Seal of the Society shall be held in the custody of the Secretary and shall not be affixed to any Deed or other document except by the authority of a Resolution of the Executive and in the presence of two members of the Executive appointed for that purpose who shall attest the affixing of the Seal.

25 Altering the Rules

- 25.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 25.2 Any proposed motion of amend or replace these Rules shall be signed by at least 10% of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.3 At least 14 days before the General meeting at which any Rule change is to be considered, the Secretary shall give to all Members written notice of the proposed Motion, the reasons of the proposal, and any recommendations the Committee has.
- 25.4 When a Rule change is approved by a General meeting, no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

26 Winding Up

The Society may be dissolved in accordance with the provisions of the Incorporated Societies Act of 1908 provided that the funds and property of the Society after the dissolution may only be paid or transferred to the Ferrymead Trust or to one or more other organisations having charitable objects of an historical, educational or recreational nature, such organisation or organisations being approved as charitable bodies by the Commissioner of Taxes for the time being.