

RULES OF  
THE NEW ZEALAND ASSOCIATION  
OF SCIENTISTS INCORPORATED

*Changes in bold approved by Registrar of Incorporated Societies/Companies Office  
25/11/09*

1 NAME

The name of the Association shall be “The New Zealand Association of Scientists Incorporated”, hereinafter called the Association.

2 INTERPRETATION

2.1 In these Rules, unless the context otherwise requires, “science” is to include mathematics, natural, physical and social sciences.

3 OBJECTS

**The NZAS exists for the purpose of working for the benefit of all society through the application of science.**

4. AIMS

4.1 To secure the widest application of science for the welfare of society.

4.2 To promote public discussion and participation in the resolution of scientific and technical issues that may affect the welfare of society.

4.3 To uphold the need for interchanges of scientific knowledge and discussion, both nationally and internationally.

4.4 To promote measures to eliminate discrimination in science on any grounds other than scientific merit.

4.5 To encourage excellence in science **and** science education, **as well as** an awareness of social responsibility and ethics in science.

**4.6 To defend the facts as established by scientific methods, and promote intellectual freedom in the pursuit of science.**

**4.7 To defend the right of society to access scientists’ professional expertise.**

**4.8 To combat all tendencies to limit scientific investigation or to suppress scientific discoveries;**

**4.9 To expose pseudo-scientific theories and claims, particularly where these are used as justification for social and financial ends or policies.**

**4.10** To promote the use of expert scientific advice by official agencies on all matters involving the application of science and the institution of government supported by research wherever necessary.

**4.11 To champion the value to society of science-based knowledge and the status of scientists in the community.**

**4.12** To hold either alone or jointly with other bodies meetings and conferences promoting social awareness in matters of scientific concern, and to recognise excellence in scientific work and outstanding service to science in an appropriate manner.

**4.13** To do such lawful things as are incidental or conducive to the attainment of the above aims or any of them.

## 5 CLASS OF MEMBERSHIP-ELECTION OF MEMBERS

5.1 There shall be **three** classes of members:

- (i) Full Members
- (ii) Honorary Members
- (iii) Corporate Members

5.2 Full Member:

Any person shall be eligible for election as Full Member who:-

- (i) Possesses a University degree in science or an equivalent academic or institutional qualification, or
- (ii) Is substantially engaged in the teaching of science, or
- (iii) Has a significant interest in science and is approved by Council as being suitable for election as a Full Member.
- (iv) Any person who submits to Council satisfactory evidence of proceeding to a tertiary (post-secondary) qualification in science.

### **5.3 Honorary Members**

Any person who has given the Association specially meritorious service may be nominated by Council for election as an Honorary Member at any annual or special general meeting; provided always that the number of such Honorary Members elected in any one calendar year shall not exceed **two**. Honorary Members shall be entitled to all privileges of Full Members.

### **5.4 Corporate Members**

Any firm or organization that is interested in supporting the objects of the Association shall be eligible for election as a Corporate Member. Such members may nominate one representative who will have the status of a Full Member.

**5.5 A candidate for election to membership shall be deemed to be elected if approved by Council.**

**5.6 On the election of a member the Secretary shall at once give notice in writing to the member. The Secretary shall make available to any member on request a copy of the Rules of the Association.**

## 6 SUBSCRIPTIONS

6.1 The annual subscription for each class of membership shall be determined annually by the Council.

6.2 The annual subscription shall be tendered by a candidate for election to the Secretary with such candidate's application form, and such subscription shall be returned to the candidate if he/she is not elected.

6.3 The subscription of persons elected during the last three months of the financial year shall also cover the subsequent financial year.

6.4 Annual subscriptions shall become due and payable on the first day of August each year (which is the date on which the Association's financial year begins).

6.5 The Council may on application by any member grant remission of all or part of any sums due from the member in exceptional circumstances.

6.6 Any member whose annual subscription is more than two years in arrears shall be removed from membership.

## 7 RESIGNATION

Any member wishing to resign from the Association must give notice in writing to that effect to the Secretary prior to 30 November, otherwise they shall be liable for the subscription for the year beginning on the first day of August.

## 8 OFFICERS

8.1 The Officers of the Association shall be a Patron, a President, and a Vice-President, an Honorary Secretary, an Honorary Treasurer (or at the discretion of the Council an Honorary Secretary-Treasurer), Editor and an Honorary Auditor. All Officers shall be Full or Honorary Members of the Association.

8.2 The Officers shall be elected at the Annual General Meeting. All the said Officers shall hold office until the close of the Annual General Meeting following that at which they are declared elected, but they nevertheless be eligible for re-election at the Annual General Meeting, at the close of which they vacate office except as otherwise provided in these Rules.

## 9 THE COUNCIL

9.1 The management and control of the affairs of the Association shall be vested in the Council, which shall have all the powers of the Association which are not expressly required by these Rules.

**9.2 The Council may delegate any of its powers and duties, except its power to delegate, to sub-committees consisting of such member(s) of the Association or other persons as it may resolve.**

9.3 The Council shall consist of:

- (i) The Officers except the Honorary Auditor.
- (ii) The Patron
- (iii) The immediate Past President.
- (iv) Eight Full or Honorary Members elected by the Annual General Meeting, or such other number as the Annual General Meeting shall decide.
- (v) One delegate from each Branch of the Association.
- (vi) The Editor who may be appointed each year by the Council.
- (vii) Up to four co-opted Full or Honorary Members appointed by a Special General Meeting, or by Council.**

9.4 The members of the Council shall be elected by ballot at the Annual General Meeting after the Officers have been elected.

9.5 Candidates for positions as Officers and members of the Council shall be nominated by members of the Association at the Annual General Meeting, or in writing signed by any two members received by the Secretary before the date of such meeting. Every candidate shall, before election, signify personally, at the Annual General Meeting, or in writing his/her acceptance of nomination.

9.6 All Officers and members of Council shall be eligible for immediate re-election, PROVIDED ALWAYS that no person having held the same office either of President, or Vice-President, for two successive years shall be eligible for immediate re-election in that office.

9.7 Should any office remain vacant at the conclusion of the Annual General Meeting, those elected shall form the Council, and shall have power to co-opt such additional Full or Honorary members as are necessary to fill the remaining vacancies on the Council for the term of that Council.

9.8 Each Branch shall from time to time appoint a delegate to the Council. Such delegate shall be Full Member or an Honorary Member of the Association. In the event of any Branch Delegate being unable to attend a meeting of the Council, the Branch may appoint any other Full Member or Honorary Member to act as his/her proxy at the meeting.

9.9 At least four meetings of the full Council shall be held in each year. Officers and members of the Council resident or present in Wellington shall be a Standing Committee for the purpose of transacting business between meetings of the Council. There shall be at least six meetings of Council or the Standing Committee at bimonthly intervals throughout the year. In the event of an equality of votes at a Council meeting, the Chairperson shall have second or casting vote.

9.10 An extraordinary meeting of the Council may be called at any time by the President or Secretary, and such a meeting shall be called within seven days and

held within fourteen days of the receipt by the Secretary of a requisition signed by three or more members of the Council and specifying the nature of the business to be brought before such meeting.

**9.11** A quorum for a meeting of the full Council shall be six and for the Standing Committee, five, or such number as shall be determined annually by the Annual General Meeting.

**9.12** Any member of the Council absenting himself or herself from three meetings of the Council without the leave thereof shall, *ipso facto*, cease to be a member of the Council, at the discretion of the meeting.

## **10 FUNDS OF THE ASSOCIATION**

**10.1** All moneys belonging to the Association shall be paid to the Honorary Treasurer or such other person appointed for that purpose by the Council, who shall keep correct accounts, books and records showing the details of the financial affairs of the Association, and shall pay into the Association's account at such bank or banks as the Council may direct, all moneys they receive.

**10.2** All accounts shall be passed by the Council, and paid by cheque signed by the Honorary Treasurer and one member of the Council, or by any two members of the Council authorised by the Council to do so.

**10.3** **The accounts of the Association shall be audited at the end of each financial year by an auditor, appointed by Council.**

**10.4** The financial year of the Association shall end on the 31<sup>st</sup> day of July.

**10.5** **Any income, benefit, or advantage must be used to advance the charitable purposes of the Association.**

**10.6** **No member of the Association, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage, except for proposed or previously agreed expenditure.**

**10.7** **Any payments made to a member of the Association, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.**

## **11 GENERAL MEETINGS**

**11.1** The Annual General Meeting of the Association shall be held each year after the 31<sup>st</sup> July. The exact date shall be decided by Council.

**11.2** At such Annual General Meeting the Association shall:-

- (i) Receive from the Council a report, balance sheet and a statement for financial year.
- (ii) Elect the Officers and Council who shall take office at the close of the Annual General Meeting at which they are elected.
- (iii) Decide on any motions which may be duly submitted to the meeting.

**11.3** A copy of the report, balance sheet and statement of accounts shall be forwarded or made available to each member of the Association at least 14 days prior to such Annual General Meeting

**11.4** At least 14 days notice of the Annual General Meeting shall be given to each member.

**11.5** At any Annual or Special General Meeting no motion not included in the notice calling the meeting may be proposed, discussed or put to the vote except by consent of the two-thirds of the members present.

**11.6** At the Annual General Meeting fifteen members entitled to vote shall form a quorum.

**11.7** A Special General Meeting shall be called:-

- (i) At any time by the President or by resolution of the Council.
- (ii) At any time on the written requisition of ten or more members, provided that the requisition to call such a meeting shall state motion(s) to be moved thereat.

**11.8** (i) A Special General Meeting shall be called for a date not earlier than ten days or later than forty days following the receipt of a requisition to hold such a meeting.

- (ii) If the meeting be not called within the time, the members signing the requisition shall have power to convene a meeting.

**11.9** Each member shall be notified in writing at least ten days before the date of the meeting of the motion(s) to be moved thereat.

**11.10** At any Special General Meeting, fifteen members entitled to vote shall form a quorum.

**11.11** The President shall take the Chair at any Annual General or Special General Meeting. If the President is absent, then the Vice-President shall take the Chair. Should the Vice-President be also absent, the members present and entitled to vote shall elect a Chairperson.

**11.12** At every Annual General Meeting and Special General Meeting every Full Member and Honorary Member present in person shall have one vote, except that the Chairperson shall have both a deliberative and a casting vote. Voting shall be by voice, show of hands or by ballot, at the discretion of the Chairperson, PROVIDED ALWAYS that when a vote has been taken by voice and before the meeting passes to the next business, any person entitled to vote may request that a decision be re-determined by a show of hands.

## **12 COMMON SEAL**

The Association shall have a Common Seal which shall be kept in the custody of the Secretary and which shall not be affixed to any document or instrument except pursuant to a resolution of the Council and in the presence of the Secretary and one member of the Council, who shall sign every deed or instrument which the Seal is affixed.

### **13 ALTERATION OF RULES**

**13.1** Any alteration, addition or deletion of these Rules shall be made only at an Annual or Special General Meeting, or, at the discretion of the Council, by ballot. Any alteration, addition or deletion of Association aims shall not change the Association's essential functions as given by the present Rules.

**13.2** Where the proposed amendments to the Rules are to be dealt with at a General Meeting:-

- (i) Notice of the proposed alteration, addition or deletion shall be sent to every member at least twenty-eight days prior to the meeting.
- (ii) The meeting may amend any such proposals.
- (iii) No resolution shall affect any alteration of these Rules unless assented to by two-thirds of the full and honorary members present at the meeting.

**13.3** Where the proposed amendments are to be dealt with by ballot,:-

- (i) As soon as conveniently practicable, Council shall publish in "NZ Science Review", or other suitable medium, notice of any proposed amendments, together with a fair synopsis of any reasons submitted with the amendments and any alternative Proposals from Council.
  - (ii) Any two Full or Honorary Members may, by writing to the Secretary within twenty-eight days after publication of the original motion, give notice of amendment to the original proposal.
  - (iii) Council shall publish, as soon as conveniently practicable, any proposed amendments to the original proposals, together with a fair synopsis of reasons submitted with the amendments and any alternative amendments proposed by Council.
  - (iv) Within three months of publication of the original proposal (where no amending proposals have been received by the Secretary), or within three months of publication of any amending proposals, a postal ballot on all the notified proposals shall be held as follows:-
    - (a) A voting paper shall be sent to each Full or Honorary Member, specifying each original proposal, preceded by any proposed amendments. The words "YES" and "NO" must appear by each proposal or amendment.
    - (b) Each voter shall indicate support or opposition to any item by striking out the inappropriate word against the item.
    - (c) Completed voting papers must be posted back to the Secretary within twenty-eight days of being sent out. They must be posted in a sealed envelope marked "Rules Amendment" on the outside. The voter shall sign his name within the flap of the envelope, but not on the voting paper.

- (d) The Secretary shall deliver unopened voting papers to the Chairperson at the first Council meeting after the voting deadline.
- (e) The voting papers shall be opened in the presence of the Chairperson by three scrutineers appointed by the Chairperson. A record shall be made of votes cast for and against each item, commencing with any amendments to each original proposal in the order the items appear on the ballot paper.
- (f) Where the voting paper contains any amendments to an original proposal, each item in succession will be deemed carried if it attains a simple majority of the votes. The first amendment to be carried shall become the substantive motion, and the Chairperson shall disregard any later amendments referring to the same part of the rules.
- (g) The original, or amended proposal shall be declared carried if it attains a simple majority of the votes. In the event of a tied vote, the existing Rules will stand unchanged.
- (h) The result of the postal ballot shall be published in “NZ Science Review”, or shall otherwise be notified in writing to all members, as soon as practicably possible after the Council meeting considering the vote.

#### **14 BREACH OF RULES OR MISCONDUCT OF MEMBER**

14.1 If the conduct of any member appears to the Council to be contrary to the interests of the Association, or to endanger the reputation or welfare of the Association, or if any member commits a breach of these Rules, the Council may request such member either to appear before it personally at a date to be fixed by the Council or to submit to the Council in writing any explanation or other facts relating to the conduct complained of or the breach of the Rules, and if such members appears before the Council he/she shall be entitled to make any such explanation orally. After the Council has heard the member or considered the written statement, or if the members fails to appear before the Council to submit a written statement in response to a request so to do, then the Council may:-

- (i) Deprive such member of all rights and privileges of membership for such period as the Council sees fit.
- (ii) Expel such member from the Association, and as from the date of the Council’s resolution for expulsion the member shall cease thereafter to be a member of the Association and shall not thereafter have an claim on its assets or property, but such cessation of membership shall be without prejudice to the Association’s right to recover any subscription or other moneys due and owing by such member.
- (iii) Discipline such member in any other way as may be within its powers under these Rules and under the Incorporated Societies Act 1908 and its amendments: PROVIDED ALWAYS that the Council shall forthwith notify the member of its decision by registered post, and any member expelled under the foregoing rules may within fourteen days from the date of receipt of Council’s decision, make a request in writing to the Council to call a Special General Meeting of the Association to consider his/her case. Such meeting shall be held within one calendar month from the receipt of such request. Such meeting may be resolution confirm the Council’s resolution for expulsion, or, may reinstate the member as a member or discipline the member in any way which is within the powers of the Council and/or Association. The voting at such meeting shall be secret. The member who is the subject of the

Council's resolution may address the Special General Meeting and may be represented thereat and before the Council by any barrister or solicitor of the Supreme Court of New Zealand, or by any one other person chosen by the member concerned. If a quorum is not present at the aforesaid Special General Meeting within half an hour of the time of the meeting is called for, the resolution of the Council for expulsion shall be deemed to be confirmed.

## 15 FORMATION OF BRANCHES

15.1 The Association may at any time apply to the Registrar of Incorporated Societies under the Incorporated Societies Amendment Act 1920, for the incorporation of a local branch anywhere in New Zealand provided such branch has not less than 15 Full Members.

15.2 The Rules of any local branch shall be the Rules of the Association.

15.3 The name of any local branch shall be "The New Zealand Association of Scientists (...Branch) Incorporated."

15.4 The following shall be included among the aims of any local branch:

- (i) To convene local meetings of the members of the Association from time to time.
- (ii) To discuss matters affecting the interests of the members generally, and to transmit reports of such meetings to the Council.
- (iii) To compile a roll of the members of the local branch with their addresses and such other particulars as the Council may require and to forward a copy of such roll to the Secretary of the Association.

15.5 In the event of the dissolution of a local branch, any remaining assets are to revert to the Association of Scientists.

## 16 WINDING UP

16.1 In the event of the dissolution of the Association, any remaining assets of the Association after payment of all its debts and liabilities will become the property of a **charitable** organization which has aims compatible with those of the Association, which organization shall be decided by the last Annual or Special General Meeting of the Association, or, at the discretion of Council, **by ballot**.