**ROYAL SOCIETY OF NEW ZEALAND WELLINGTON BRANCH CONSTITUTION**

**NAME**

1. The name of the organisation shall be the Royal Society of New Zealand Wellington Branch, hereinafter referred to as the Branch. The organisation was formed in 1851 as the New Zealand Society, renamed the Wellington Philosophical Society in 1868, the Wellington Branch of the Royal Society of New Zealand in 1939, Science Wellington in 1995 and the Royal Society of New Zealand Wellington Branch in 1999.

**OBJECT**

2. The Object of the Branch shall be the promotion and advancement of science and technology in the Wellington Region.

**CONSTITUTION**

3.(1) The Branch shall be constituted as a Committee of the Council of the Royal Society of New Zealand Te Apārangi

Te Apārangi, in accordance with Section 28(3) of the Royal Society of New Zealand Act 1997.

3.(2) The Branch shall be the Regional Constituent Organisation for the Wellington Region, in accordance with Section 14 of the Act. As a requirement of this Section the Branch declares that:

(a) it is able and willing to subscribe to the Object of the Royal Society of New Zealand Te Apārangi;

and

(b) it agrees to represent the Royal Society of New Zealand Te Apārangi on a regional basis; and

(c) its Object is consistent with the Object of the Royal Society of New Zealand Te Apārangi.

3.(3) Notwithstanding its constitution as a Regional Constituent Organisation or a Committee of the Council, the assets, liabilities and cash flow of the Branch shall be independent of, and shall not contribute to, the assets, liabilities and cash flow of the Royal Society of New Zealand Te Apārangi.

3.(4) The management of the Branch shall, except as otherwise provided by these bylaws or by the Royal Society of New Zealand Act 1997, be deputed to the Council of the Branch.

**MEMBERSHIP**

4. Membership shall be of five classes:

(a) Ordinary Members

(b) Student Members

(c) Honorary Members

(d) Life Members

(e) Emeritus Members

5. Subject to payment of the appropriate subscription, any person may be accepted by the Branch Council as an Ordinary Member or a Student Member. Every person so accepted shall be given immediate notice thereof by the Secretary and shall be provided with a copy of the bylaws. Student Members elected prior to 1 January 1969 may continue in the Student category if they so desire. Otherwise, Student Membership shall only be available to bona fide students engaged in full-time secondary or tertiary study. On termination of full-time study such students must, if they wish to remain members, become Ordinary Members by payment of the full subscription.

6. Any member who has given the Branch especially meritorious service may be elected by Branch Council as an Honorary Member. No more than one Honorary Member may be elected in any one year.

7. Existing Life Members shall have all the rights and privileges of Ordinary Members for their lifetime without payment of further subscriptions.

8. The Branch Council shall elect persons who have been subscribing members for fifty years as Emeritus Members. Emeritus Members shall have all the rights and privileges of Ordinary Members, but shall not be required to pay further subscriptions.

9. All members are entitled to receive notices and to attend all general meetings of the Branch and its Sections. Ordinary, Honorary, Life and Emeritus Members shall have, in addition, the right to vote.

10. Members of the Royal Society of New Zealand Te Apārangi and its Constituent Organizations shall be entitled to attend the meetings of the Branch.

11. The Branch shall at all times encourage the attendance of visitors with the reservation that any person may be excluded by the Branch Council on the grounds of misbehaviour.

12. Any member of the Branch may resign membership by giving written notice to the Secretary and paying all subscriptions due.

13. The Branch Council shall hear complaints about the misconduct of a member and shall, if the complaints are true and of sufficient gravity, have power to terminate his or her membership, either by inviting him or her to resign or by directing him or her to do so. The member against whom complaints have been made shall have a right to defend himself or herself before the Branch Council in person. Appeals against the decision of Branch Council in such matters may be made to a specially constituted meeting of the Branch. The Branch Council shall encourage members who work in science or technology to adhere to the Code of Professional Standards and Ethics of the Royal Society of New Zealand Te Apārangi.

14. Every person shall, upon ceasing to be a member of the Branch, forfeit all right to any claim upon the Branch and its property and funds.

**SUBSCRIPTIONS**

15. Annual subscriptions for Ordinary and Student Members shall from time to time be fixed by the Branch Council.

16. Any person admitted to membership on or after the first day of June in any year shall pay the first subscription as an advance for the ensuing year.

17. Any member whose annual subscription is two years in arrears shall be deemed to have resigned from membership.

18. In exceptional circumstances the Branch Council may, by unanimous vote, remit the payment by any member of the annual subscription or part thereof.

19. The Branch shall pay to the Royal Society of New Zealand Te Apārangi such membership fees as are required by the Society and furnish an Annual Report. This report shall list the activities during the year and include a statement of income and expenditure.

**OFFICERS**

20. The Officers of the Branch shall be a President, Vice Presidents, a Secretary, a Treasurer or Secretary-Treasurer and an Auditor.

**COUNCIL**

21. The Branch Council shall consist of the President, Vice-Presidents, Secretary, and Treasurer (or Secretary-Treasurer), and up to four other members elected by ballot at the Annual General Meeting in association with the Chairpersons of the various Sections.

22. The President and two Vice-Presidents shall be elected by ballot at the Annual General Meeting from nominations received from members by the Secretary. Such nominations shall be signed by the proposer and seconder and shall have the consent of the nominee. Offices vacant through insufficient nominations may be filled by nomination and election at the Annual General Meeting.

23. The appointment of the Secretary and the Treasurer or Secretary-Treasurer shall be an annual one made by the Branch Council before the Annual General Meeting.

24. The Secretary or Secretary-Treasurer, as the case may be, shall conduct the correspondence of the Branch, have custody of all its books and papers, keep minute books of the proceedings of all meetings, including those of the Branch Council, and keep a record of the members, bylaws, orders and regulations. The Treasurer, or Secretary-Treasurer, as the case may be, shall keep the accounts of the Branch. No expense of any description shall be incurred unless there be funds to pay the amount. All orders upon the funds, whether by cheque or otherwise, shall be signed by him or her and by the President, or in the absence of the President, by one or other of the Vice-Presidents. All such orders shall be approved by resolution of the Branch Council and recorded in the minute books. No portion of the funds of the Branch shall be paid or transferred directly or indirectly by way of bonus or dividend to members of the Branch. Members may however be reimbursed for approved expenditure.

25. The Chairperson of each Section shall be elected annually by the members of the Section before the Annual General Meeting of the Branch.

26. The entire management of the Branch shall (except as otherwise provided by these bylaws) be deputed to the Branch Council.

27. The Branch shall, at each Annual General Meeting, elect a representative to serve on the Committee of Regional Constituent Organisations of the Royal Society of New Zealand Te Apārangi. If he or she is not already an elected member of the Council of the Branch, the representative shall become an ex-officio member of that Council during his or her term of office.

**POWERS AND OBLIGATIONS OF COUNCIL**

28. The Branch Council shall have the control and management of the Branch, and of all property for the time being invested in the Branch, and of the investment of the funds. Operations on the Branch’s accounts shall be carried out by the Treasurer or Secretary-Treasurer, or in his or her absence by a member appointed by the Branch Council.

29. The Branch Council or the Committee of any Section, may invite non-members to address the Branch or the Section, respectively.

30. A Special General Meeting may be called at any time by the Branch Council on its own authority. The Branch Council shall within 8 weeks call a Special General Meeting on receipt of a requisition in writing signed by ten members specifying the purpose for which the meeting is intended.

31. The end of the financial year shall be on the 31st day of August in each year, to which day the accounts of the Branch shall be balanced.

32. The Council of the Royal Society of New Zealand Te Apārangi shall be the sole authority for the interpretation of these bylaws, and of the regulations made thereunder, and the decision of the Royal Society of New Zealand Te Apārangi Council upon any question of interpretation or upon any matter affecting the Branch and not provided for by these bylaws or by regulations made or to be made thereunder, shall be final and binding on the members.

33. On the authority of the Branch President, or in his absence, of a Vice-President, the Branch Council shall meet for the transaction of business at such time and place as may be appointed, due and sufficient notice being sent by the Secretary to each Member of the Branch Council.

34. Any vacancy in the Branch Council occurring during the course of the year shall be filled by the Branch Council.

**REGULATIONS**

35. The Branch Council may make such regulations, not inconsistent with these bylaws, as it may deem necessary. Each such regulation shall be submitted for confirmation to the next General Meeting of members.

**COMMON SEAL**

36. The Council shall provide a Common Seal for the Branch and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The Common Seal shall be in the custody of, and under the control of, the Secretary, who shall, in pursuance of a resolution of the Branch Council to that effect, affix the same to all instruments requiring the same.

**BORROWING POWERS**

37. The Branch Council shall not have power to borrow funds on behalf of the Branch.

**SECTIONS**

38. Subject to the consent of the Branch Council, members, not fewer than ten in number, may form a Section for the development of any special branch of knowledge in conformity with the object of the Branch. Each Section shall elect a Chairperson and such other officers and committee members as it may deem fit.

39. Section activities shall be available to all members of the Branch but any Committee may maintain a list of members particularly interested in its activities.

40. Each Section may, if necessary, frame regulations for its own guidance not in conflict with or repugnant to the bylaws of the Branch.

41. The portion of the expenditure of each Section provided out of the ordinary funds of the Branch shall be subject to prior approval by the Branch Council in the Section’s annual budget.

42. Each Section may, subject to the approval of the Branch Council, own property and raise and hold special funds for its own purposes but no Branch member shall be required to pay any additional fee except for Section newsletters, expeditions and the like. The Branch Council may require that the accounts of any Section be audited annually by the Auditor of the Branch. All expenditure from Section funds must be approved by resolution of the Committee of the Section and all disposal of property must be approved by the Branch Council. No portion of the funds of the Section shall be paid or transferred directly or indirectly by way of bonus or dividend to members of the Section. Members may however be reimbursed for approved expenditure. In the event of a winding-up of the Section or such Section ceasing to operate, all its property and funds shall be incorporated into the assets of the Branch.

**AFFILIATES**

43. The Branch Council may accept, as Affiliates, or combine with, in Joint Committees, regional societies, regional branches or sections of national societies or other organisations which are able to subscribe to the Object of the Branch. Such Affiliates or Joint Committees shall receive services and pay fees as negotiated in each case. They may, if the Branch Council so decides, be represented on the Branch Council but they shall not have any call on the funds of the Branch.

**MEETINGS**

44. The Annual General Meeting of the Branch shall be held in the month of October, upon a date and at such a time and place to be fixed by the Branch Council for the following purposes:

(a) To receive from the Branch Council a Report, Balance Sheet and Statement of Accounts for the preceding financial year.

(b) To elect the necessary Officers and the Council and to appoint an Auditor for the ensuing year.

(c) To decide on any motion which may be duly submitted to the meeting.

45. Six weeks at least before the Annual General Meeting the Secretary shall request from each member nominations for Branch Council or notices of motion for the Annual General Meeting. Such nominations and notices must be received by the Secretary at least four weeks before the Annual General Meeting. Two weeks before an Annual General Meeting or Special General Meeting, a notice of such meeting shall be sent to each member. At a Special General Meeting no business other than that of which notice has been given shall be brought forward.

46. At all General Meetings, the President, or in his or her absence, a Vice-President or a Member of the Branch Council, shall take the chair. Every Ordinary, Honorary, Life and Emeritus member present shall be entitled to one vote upon every motion. The Chairperson shall have a deliberative and, in the event of an equality of votes, a casting vote.

47. The quorum at all General Meetings of the Branch shall be fifteen and at all meetings of the Branch Council, half the number of councillors if there is an even number, or half of one plus the number of councillors if there is an odd number. In no case shall the number be less than three.

48. The voting at all meetings, including meetings of the Branch Council, shall be in the first instance by voices, provided that, if any member shall so demand, voting shall be by show of hands, provided also that, if any member shall so demand, voting shall be by ballot.

**LIBRARY**

49. The Library of the Branch is in the custody of the Hector Library of the Museum of New Zealand. Members shall have access to the Library on application to the Librarian.

**AMENDMENT OF BYLAWS**

50. No alteration, addition or rescission of these bylaws shall be made except at a Special General Meeting called for the purpose or at an Annual General Meeting, provided that no such motion shall be deemed to have been passed unless it be assented to by at least two-thirds of the members present. Notice of intention to propose such alterations may be given at a General Meeting, or in writing to the Secretary, in either case not less than four weeks before the date of such Special General or Annual General Meeting. The Secretary shall send to each member, not less than two weeks before the date of such meeting, notice of the proposed alteration. No amendment shall come into effect until it has been approved by the Council of the Royal Society of New Zealand Te Apārangi.

**WINDING UP**

51. In the event of a winding up, the whole of the property and funds of the Branch, with the exception of the Library, which will remain in the custody of the Museum of New Zealand, shall become the property of the Royal Society of New Zealand until such time as a Regional Constituent Organisation of the Royal Society of New Zealand Te Apārangi shall have been formed in the Wellington Region.

**REGISTERED OFFICE**

52. The Registered Office of the Branch shall be at the Royal Society of New Zealand Te Apārangi Science Media Centre, Wellington, or such other place as the Branch Council may from time to time determine.