



CONSTITUTION OF THE NEW ZEALAND GEOGRAPHICAL SOCIETY, INCORPORATED (2014)

CI. 1 NAME AND LOCATION

- 1.1 The name of the Society shall be the New Zealand Geographical Society, Incorporated.
- 1.2 The Registered Office of the New Zealand Geographical Society, Incorporated (the “Society”) shall be in the School of People, Environment and Planning at Massey University, or at another such place as the Council of the Society shall from time to time decide.
- 1.3 The Society is registered as a charitable entity under the Charities Act, 2005, with the registration number CC44394.

CI. 2 AIMS AND OBJECTIVES

The primary aims and objectives of the Society are to:

- 2.1 foster geography and its application in New Zealand society;
- 2.2 foster the study of geography in secondary and tertiary educational institutions across New Zealand;
- 2.3 support the work of geography teachers;
- 2.4 promote geographic research;
- 2.5 make available the findings of original geographical research; and,
- 2.6 respond appropriately to calls from the private sector, Crown agencies and community organisations for informed submissions.
- 2.7 encourage individuals in related fields to participate in the Society.

CI. 3 MEMBERSHIP

- 3.1 Membership of the Society is open to persons interested in its aims and objectives.
- 3.2 There are four classes of membership:
 - Fellows – financial members who have been awarded the title of Fellow of the New Zealand Geographical Society by the Executive Committee.
 - Members – individuals who pay an annual subscription, as well as teachers of geography identified by subscribing secondary schools or colleges;
 - Schools - secondary schools and colleges that offer classes in geography and pay an annual subscription; and
 - Life Fellows – individuals who have been formally elected to this honorary status at an Annual General Meeting of the Society on the unanimous recommendation of the Council.

- 3.3 A member of the Society, other than a Life Fellow, is deemed financial upon payment of the current annual subscription and any arrears.
- 3.4 Membership of the Society is for successive periods of twelve months, and ceases when written notification is received by the Secretary of a member's intention not to renew the subscription.

CI. 4 ANNUAL GENERAL MEETING

- 4.1 The supreme authority of the NZGS will be vested in the Annual General Meeting, which shall be held at a place to be determined by the Council. The meeting shall normally be held not later than 30 September but should coincide where possible with a scheduled biennial conference of the New Zealand Geographical Society.
- 4.2 The quorum shall be ten financial members, including:
- the President, or the Vice-President, or the Past President, one of whom shall chair the meeting; and
 - the Secretary and/or the Treasurer.
- 4.3 Not less than six weeks before the Annual General Meeting, the Secretary shall write to branches requesting details of any matter(s) that they wish discussed at the meeting.
- 4.4 Normally not less than two weeks before the agreed date for the Annual General Meeting, the Secretary shall send electronic copies of the agenda and attachments to each financial member.
- 4.5 Provided that the motion does not involve changes to the Society's constitution or the rules of any of its standing committees, a new item of business may be formally moved and seconded at that meeting then put to the vote.
- 4.6 Voting shall be by voice or show of hands unless a formal ballot is requested by at least one financial member present at the meeting.
- 4.7 Only financial members present at the Annual General Meeting may cast a vote.
- 4.8 Minutes of the Annual General Meeting shall be taken by the Secretary. In absence of the Secretary, the Treasurer, Information and Privacy Officer, or Membership Officer shall take minutes of the Annual General Meeting.

CI. 5 THE COUNCIL

- 5.1 The purpose of the Council is to:
- develop and approve the policy direction of the Society in line with its aims and objectives;
 - approve budgets; and
 - confirm awards.
- 5.2 The President shall call and preside over a meeting of the Council at least once each calendar year.
- 5.3 The Council may from time to time set up working parties to report to it on matters of interest to the Society.
- 5.4 Nominations for awards shall be called for and received by the Secretary. An Awards Sub-

Committee shall consider these nominations then make recommendations to the Council.

- 5.5 On the unanimous vote of those present at a meeting, the Council may approve nominations and recommendations for Distinguished New Zealand Geographer awards, Distinguished Service awards, and Life Fellowship of the Society. Each year a Branch may suggest an Honorary Geographer award, in acknowledgment of a public figure outside the Society, who contributes to geography or geographic thought in significant ways.
- 5.6 On the majority vote of those present at the meeting, the Council may approve recommendations relating to the President's awards and fellowships of the Society.
- 5.7 Not less than six weeks before a meeting of the Council, the Secretary shall write to branches requesting (a) details of any matter(s) they wish discussed at that meeting and (b) the name of the branch representative who will be attending it.
- 5.8 Not less than six weeks before the Council meeting, the Secretary shall write to all elected officers to request written reports on the previous year's activities that relate to the positions they hold.
- 5.9 Normally not less than one week before the agreed date for the Council Meeting, the Secretary shall send electronic copies of the agenda, reports and relevant attachments to each Council member.

CI. 6 STANDING COMMITTEES

There will be the following standing committees:

- 6.1 the Executive Committee;
- 6.2 the NZ Board of Geography Teachers (NZBoGT);
- 6.3 the Editorial Board;
- 6.4 the Awards Sub-committee;
- 6.5 the Early Career Researchers' Network;
- 6.6 study groups; and
- 6.7 branch committees.

CI. 7 SUBSCRIPTIONS

- 7.1 The membership subscription shall be determined from time to time by the Council and is payable annually by a member, fellow, secondary school or college.
- 7.2 The Council may offer concessionary subscription rates for the above categories of membership to students studying fulltime at a recognised educational institution, to individuals who have retired or are unwaged, as well as to secondary schools and colleges with few students in upper-year geography classes. Individuals and organisations paying concessionary rates enjoy the full benefits of membership.
- 7.3 An organisation, institution or library may subscribe to the *New Zealand Geographer* only, with the fee determined by the Publisher and payable directly to Wiley-Blackwell Publishing.
- 7.4 The annual subscription is due on the first day of each calendar year and applies to the full calendar year, except where new members join after 30 September whereupon their membership is for the full calendar year following.

CI. 8 PRIVILEGES OF MEMBERSHIP

- 8.1 Financial members of the Society shall receive newsletters and online access to all issues of the *New Zealand Geographer* during the calendar year.
- 8.2 Financial members of the Society shall normally receive the Annual Report, including the audited or financially reviewed statement, four weeks before the Annual General Meeting.
- 8.3 Financial members of the Society may vote in person on any formal motion brought to the Annual General Meeting.
- 8.4 Financial members of the Society shall normally receive a concessionary rate to Society Conferences.
- 8.5 Financial members of the Society are eligible for awards and grants conferred by the Society.

CI. 9 BRANCHES

- 9.1 The Council may authorise the formation of a branch of the Society anywhere in New Zealand.
- 9.2 Each branch is covered by the charitable status of the Society and shall be bound by the rules of the New Zealand Geographical Society Incorporated, including the provisions of this constitution.
- 9.3 A branch may enrol interested individuals in its area who, for a sum determined by the Branch Committee, shall receive copies of the Branch programme and newsletters but none of the Society's publications.
- 9.4 Each branch shall be represented on the Council by one financial member of the Society.
- 9.5 Each year the Society through its Registered Office may rebate to a branch a proportion of the membership subscription income, with the amount determined by the Council, for all members and fellows residing in the area served by that branch.
- 9.6 A branch may use the rebate received from the Society's Registered Office to cover approved expenses, and each year shall provide the Council with a copy of its balance sheet, including a statement of income and expenditure for the previous twelve months.
- 9.7 The rules of a branch shall be approved by the Council of the Society, as shall any proposed amendment to them.
- 9.8 A branch shall be responsible for covering any deficit it may from time to time incur.
- 9.9 Not less than 18 months before the event, the Executive shall formally invite a branch to organise a biennial conference in association with geographers employed by the University which hosts that branch, as well as local members of the New Zealand Board of Geography Teachers. Normally every six years, the event will be a joint conference of the New Zealand Geographical Society and the Institute of Australian Geographers.
- 9.10 Provided at least one month's notice has been given in writing, any member or fellow in good financial standing may formally move that a branch be wound up. If the majority of members and fellows at a formal meeting of the Branch support the motion, then all financial and other assets shall be transferred without undue delay to the Registered Office.
- 9.11 Sub-branches or geography clusters may establish for the purpose of networking where there are too few members for a formal branch. Such clusters may apply to their nearest branch or the Committee for financial support to participate in events, which meet the objectives of the

Society.

CI. 10 ELECTED OFFICERS AND EMPLOYEES OF THE SOCIETY

10.1 At least three months before the expiry of an incumbent term, the Secretary shall contact branches to request nominations of financial members to serve as President, Vice-President, Secretary, Treasurer, Membership Officer, Information and Privacy Officer, Chair of the Editorial Board, University Academic Teachers Liaison Officer, Initial Teacher Liaison Officer, and IGU Officer. The New Zealand early career community shall select one of its members to serve as the Early Career Researchers' Network Representative to sit on the Executive Committee and shall inform the Secretary of changes at the end of each term.

10.2 The terms of Officers shall be as follows:

- President and Vice-President shall be for two years. The outgoing President shall automatically become the Past President, and the Vice-President shall normally become the President after two years.
- The terms of the Secretary, Treasurer, Membership Officer, Information and Privacy Officer, Chair of the Editorial Board, University Academic Teachers Liaison Officer, and Initial Teacher Liaison Officer, shall be for three years, with the option of a further such term or terms at the discretion of the Council.
- The term of the IGU Officer shall be for four years.
- The terms of the Early Career Researchers' Network Representative and Past President shall normally be for two years.
- The Executive may co-opt not more than two other members, each for a period of two years, with the option to have co-opted members prolong their term for a one year period from there on.
- All elected and co-opted individuals shall become members of the Executive Committee and will be entitled to participate fully in its business.
- Where an agenda item makes this appropriate, the President may invite any other individual to attend a meeting of the Executive Committee. That person may speak but may not vote at the meeting.

10.3 The Council shall appoint the Chair of Editorial Board for the *New Zealand Geographer*, and the appointee shall inform the Council whom he or she wishes to serve as Managing Editor and section editors. All members of the editorial team must be in good financial standing.

10.4 An elected or appointed officer shall not normally receive a fee or honorarium, but the Society may contribute towards the costs of attending Council and Executive Committee meetings.

10.5 The Executive Committee may employ a suitably qualified person for a specific period and at an appropriate salary for duties set out in the relevant position description. Each such employee shall report to, and be the responsibility of, an elected officer of the Society (normally the Secretary or Treasurer).

10.6 If urgent action is required following the death or departure of an officer, either the Council or its Executive Committee may appoint a replacement to serve in that person's place until the next Annual General Meeting.

CI. 11 ADMINISTRATION OF PROPERTY AND FUNDS

- 11.1 The Secretary shall act as the chief administrative officer of the Society and keep records of all business transacted in the name of the Society.
- 11.2 The Treasurer shall act as the Society's accountant and each year shall furnish to the Council a statement of accounts duly certified by a registered auditor or a financial reviewer appointed by that body.
- 11.3 One member of the Society in good financial standing shall be nominated by the Council to serve as the Trustee, and the appointment shall be by majority vote of the Council. The term is for three years but may be renewed by the Council for a maximum of three consecutive one-year terms. The Trustee and the Treasurer shall act as trustees of the Society's property and funds.
- 11.4 All income received by or on behalf of the Society shall be deposited in an account with a trading bank approved by the Council. All cheques and withdrawal slips shall be signed by any two of the following: the employee responsible for accounting functions, the Secretary, the Treasurer, and the Trustee.
- 11.5 The Society can borrow or invest money on terms previously agreed to by the Council.
- 11.6 The Common Seal of the Society shall be held by the Secretary and affixed to documents in the presence of the President, the Trustee or the Treasurer.
- 11.7 Any income, benefit or advantage must be used to advance the charitable purposes of the Society. No member of the Society, or anyone associated with a member, may take part in or influence any decision made by the Society in respect of payments to or on behalf of the member or an associated person of any income, benefit or advantage. Any payments made to a member of the Society, or to any person associated with a member, must be for goods or services that advance the Society's charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

CI. 12 SPECIAL MEETINGS

- 12.1 A special meeting of the Society may be summoned by the Executive Committee in its own right or upon receipt of a petition signed by at least twenty financial members of the Society. Notice of the time, date, place and business shall be sent to financial members not less than three weeks before the proposed meeting. The quorum, meeting management and voting procedures shall be the same as for the Annual General Meeting.

CI. 13 AMENDMENTS TO THE CONSTITUTION

- 13.1 Any five financial members of the New Zealand Geographical Society – one to move and four to second – may formally propose amendment(s) to this constitution.
- 13.2 Notice of any proposed amendment(s) shall be sent by the Secretary to financial members not less than four weeks before the next Annual General Meeting.
- 13.3 Voting on a formally proposed amendment shall be by voice or by show of hands of those present at the Annual General Meeting.
- 13.4 Any agreed amendment(s) shall take effect immediately following the Annual General Meeting.

CI.14 WINDING UP OR DISSOLUTION

- 14.1 The Society may be wound up in the High Court of New Zealand under the Incorporated Societies Act 1908, sections 25 and 26, or dissolved by the Registrar of Incorporated Societies under section 28. Where there has been such a winding up or dissolution, section 27 provides that surplus assets if any shall be disposed of in accordance with the provisions of any rule or rules of the Society, or if this is not possible then as the Registrar directs.
- 14.2 If the Council recommends that the Society should be dissolved, then the President shall inform each branch of the grounds and terms, and request a formal response within six weeks. A resolution to dissolve or wind up the Society can be passed only:
- by an Annual General Meeting or special meeting of the Society at which at least three-quarters of the Branches are represented;
 - if three-fourths of the voting members present vote to dissolve or wind up the society; and
 - if the resolution to dissolve or wind up is confirmed by two-thirds of the Branches not less than thirty days after the date on which the resolution to dissolve or wind up was passed.
- 14.3 In the case of dissolution or winding up, individual members shall not have rights to the assets of the Society. After payment of all debts and liabilities, if the Society is dissolved its net assets shall be donated to an educational charity operating in New Zealand, as may be decided upon by the Society at the meeting which votes to dissolve or wind up the Society.

BY-LAWS

1 THE COUNCIL

- 1.1. Membership of the Council shall be:
- the President;
 - the Vice-President;
 - the Past President;
 - the Secretary;
 - the Treasurer;
 - the Membership Officer;
 - the Information and Privacy Officer;
 - the Chair of the Editorial Board;
 - the Chair of the New Zealand Board of Geography Teachers;
 - the University Academic Teachers Liaison Officer;
 - the Initial Teacher Education Liaison Officer;
 - the Early Career Researchers' Network Representative;
 - the International Geographical Union Officer;
 - The New Zealand Geographic Board Representative
 - the Chair or one financial member delegated by the Chair from each Branch of the Society; and
 - co-opted members, as required, for one-year renewable terms.
- 1.2 Meetings of the Council shall be held in a place to be decided by the Executive Committee, and the quorum for a meeting shall be:
- the President;
 - the Vice-President or the Past President;

- the Secretary and/or the Treasurer;
- the Chair of the Editorial Board, or one of the appointed Editors, or the Information and Privacy Officer; and
- at least three branch representatives.

1.3 In the absence of the President, the meeting shall be chaired by the Vice-President, or the Past President, or the Treasurer, or the Secretary.

1.4 The minutes of a meeting of the Council shall normally be taken by the Secretary. In absence of the Secretary, the Treasurer, or Information and Privacy Officer, or Membership Officer shall take minutes of Council meeting.

1.5 Other financial members, employees and friends of the Society may be invited to attend a meeting of the Council and contribute to its discussions, but shall not have voting rights.

1.6 Voting at a meeting of the Council shall be by voice or show of hands unless a ballot is requested by the majority of those present.

2 SUB COMMITTEES

2.1 The Executive Committee

2.1.1 The Executive Committee shall conduct its business in a place to be decided, or by tele/video or another electronic conference mode.

2.1.2 Membership of the Executive Committee shall be:

- the President;
- the Vice-President;
- the Past President;
- the Secretary;
- the Treasurer;
- the Membership Officer;
- the Information and Privacy Officer;
- the Chair of the Editorial Board;
- the Chair of the New Zealand Board of Geography Teachers;
- the University Academic Teachers Liaison Officer;
- the Initial Teacher Education Liaison Officer;
- the Early Career Researchers' Network Representative;
- the International Geographical Union Officer; and
- one or two co-opted members of Council;

2.1.3 The quorum for a meeting of the Executive Committee shall be:

- any one of the President, the Vice-President, or the Past President, one of whom shall chair the meeting; and
- four of the remaining members of the Executive Committee.

2.1.4 Voting shall be by voice or show of hands of those present, or by email, or other means as appropriate.

2.1.5 The Minutes shall normally be taken by the Secretary, and any decisions reported to the next

meeting of the Council. In absence of the Secretary, the Treasurer, or Information and Privacy Officer, or Membership Officer shall take minutes of an Executive meeting.

2.1.6 The Executive Committee may make decisions binding on the Council and the Society provided that they do not involve changes to the Society's broad policies or expenditures in excess of amounts previously authorised by Council.

2.1.7 At each meeting the Executive Committee shall ratify budgeted expenditures approved by the Treasurer in the preceding month, and approve anticipated expenditure in the following month.

2.2 New Zealand Board of Geography Teachers

2.2.1 Through its Chair, the New Zealand Board of Geography Teachers shall advise the Council on matters relating to the teaching of geography in high schools and colleges.

2.2.2 The rules and any changes to existing rules of the New Zealand Board of Geography Teachers shall be approved by the Council before becoming operative.

2.2.3 The Chair of the New Zealand Board of Geography Teachers shall be elected by that body to serve for a period of three years, with the possibility of renewal for a further two years.

2.2.4 The budget of the NZBoGT will be approved by the Executive Committee at the meeting following the New Zealand Board of Geography Teachers Annual General Meeting, and ratified by Council

2.3 The Editorial Board

2.3.1 The Editorial Board shall consist of the Chair of the Editorial Board, a Managing Editor and the team of section editors as required.

2.3.2 The Chair of the Editorial Board shall be responsible for sourcing content, advising the Council on matters relating to the *New Zealand Geographer* and any of the Society's occasional publications, and working with the publisher on policy matters relating to the Society's publications.

2.3.3 The Managing Editor shall be responsible for oversight of the section editors and working with the publisher on production matters.

2.3.4 The rules and any changes to existing rules of the Editorial Board shall be approved by the Council before becoming operative.

2.4 The Awards Sub-committee

2.4.1 The Awards Sub-committee shall consist of the President, the Past-president, the Vice-president and two co-opted members.

2.4.2 The Sub-committee shall consider nominations for Distinguished New Zealand Geographer awards, Distinguished Service awards, Life Fellowship of the Society, the President's awards and the Honorary Geographer award of the Society.

- 2.4.3 Elected members of the Executive Committee are not normally eligible for awards during their time of service unless the sub-committee indicates exceptional circumstances.

2.5 Research and Study Groups

- 2.5.1 A financial member of the Society may propose to convene a research and study group by sending a detailed, written statement to the President.
- 2.5.2 Each such proposal shall be tabled at a meeting of the Executive, when (a) approval may be given, (b) more information may be sought, or (c) the proposal may be declined.
- 2.5.3 The Society may be able to provide “seed money” for a research and study group, but the Executive will require a detailed budget before deciding.
- 2.5.4 In February, the convenor of each research and study group shall submit a report to the Secretary on the group’s activities in the previous twelve months. This report will be tabled at the next meeting of the Council.
- 2.5.5 If a research and study group is inactive for more than 12 months, the Executive may decide to close it down.

2.6 Early Career Researchers’ Network

- 2.6.1 The NZGS Early Career Researchers’ Network (ECRN) is a group of postgraduate students, post-doctoral fellows, early career staff, and early career researchers who identify as geographers.
- 2.6.2 The ECRN is composed of up to two postgraduate representatives from each university, who are either elected or have agreed to undertake the role. The length of term for each ECRN representative may vary, and each departing member should strive to provide mentorship to new representatives.
- 2.6.3 The ECRN has one voting right on the New Zealand Geographical Society Executive exercised by one of the two national co-representatives. The two national co-representatives are either elected by other representatives, or agree to undertake the role.
- 2.6.4 The ECRN may at times approach the Executive for funding or support for such things as conference attendance, symposiums and webinars. The Executive will require a detailed budget before deciding.

3 AMENDMENTS TO BY-LAWS

- 3.1 Except where the Constitution otherwise provides, by-laws may be amended at any time by the Executive Committee, but must be ratified by the next Council or Annual General Meeting.

Updated by the AGM of the NZGS in Auckland, 10 October 2019