

# Rules of the New Zealand Model Railway Guild Incorporated

As amended on 25 March 2016.

1. The **name** of the Guild shall be the New Zealand Model Railway Guild Incorporated.
2. The **objects** of the Guild shall be to provide a link between model railway enthusiasts for the encouragement of modeling the New Zealand prototype.
3. **Membership** of the Guild shall be open to all persons in New Zealand or overseas who are interested in New Zealand prototype model railway engineering, operation or in model railways generally. All applications for membership shall be on an approved form drawn up by the Executive Committee. There shall be no need for a proposer or seconder to support a membership application. The Executive Committee, however, shall have power to refuse at its discretion any application for membership.
4. **Membership** of the Guild will be **terminated**:
  - a) When the annual subscription becomes overdue. The Secretary must advise the member in writing that his or her membership has been terminated.
  - b) When a member is notified by the Executive Committee, in writing, that his or her membership has been terminated because of misconduct.
  - c) When a member resigns by notifying the Guild in writing.
5. The Rules of the Guild may be **altered, added to or rescinded** as follows:

At an Annual or Special General Meeting, providing notice of motion in writing proposing the amendment is received by the Secretary not later than six weeks before the date of the Annual General Meeting or Special General Meeting before which such motion is to be placed. The Secretary shall notify all members resident in New Zealand of the proposal not later than two weeks before the date of the meeting.

No **amendment or alteration** to the Rules shall be effective unless and until it shall have been passed by a majority of members present and voting. No addition to or alteration of the Rules shall be approved if it affects the personal benefit clause (13) or the liquidation clause (12) until approved by the Inland Revenue Department.
6. **Annual General Meetings** of the Guild shall be held on a suitable date in March or April each year, as determined by the Executive Committee subject to a minimum of two weeks' notice in writing being given to members resident in New Zealand.

**Special General Meetings** may be convened by the Executive Committee subject to a minimum two weeks' notice in writing of the meeting and the business to be dealt with being given to all members resident in New Zealand. Any group of six or more financial members of the Guild may require the Executive Committee to call a Special General Meeting to deal with a specific matter. The request for the Special General Meeting must be received by the Secretary in writing at least six weeks before the suggested date for the meeting. If the Special General Meeting is approved by the Executive Committee the Secretary shall advise in writing all members resident in New Zealand of the date, time and place of the meeting and of the specific matter to be discussed.

Should the Executive Committee not take the required action, the said group of members may themselves call a Special General Meeting subject to a minimum of two weeks notice in writing of such meeting and the business to be dealt with thereat to all members resident in New Zealand and subject to the meeting being held at such a time and place as shall reasonably enable New Zealand members to attend.

A **quorum** at an Annual or Special General Meeting shall consist of 15 members and at an Executive Committee meeting of 4 members.
7. At all meetings of the Guild or its Executive Committee, the President if present shall occupy the chair. In his absence the Vice-President shall preside. In the event of neither officer being present the meeting shall elect a chairman, who shall not be the Secretary or Treasurer.

**Voting** at general meetings of the Guild shall be on the voices or if required by any member present on a show of hands or by ballot.

In the event of equal voting on any motion before a meeting the Chairman shall have a **casting vote**.

8. At each **Annual General Meeting** the members present and voting shall appoint a minimum of five and a maximum of seven members to hold office as the **Executive Committee** of the Guild for the ensuing twelve months. All members must be financial members of the Guild. Nominations of members to fill positions on the Executive Committee may be submitted in writing to the Secretary prior to the date set for the holding of the Annual General Meeting or may be made from the floor at the time of the Annual General Meeting. The Executive Committee at its first meeting will appoint from among its number a president, secretary and treasurer (both of which latter positions may be filled by one person).
9. The **Common Seal** shall be in the custody and under the control of the Secretary who shall affix the same to all instruments requiring the same but only in pursuance of a resolution of the Committee to that effect.
10. The **control and investment of the funds** of the Guild shall be in the hands of the Executive Committee.  
A bank account shall be kept by the Guild at a convenient bank.  
The Treasurer or two Trustees nominated by the Executive Committee shall have the power to sign withdrawal slips or cheques.
11. The Executive Committee may **borrow** money to further the objects of the Guild subject to prior consent of a majority of financial members.
12. The members present and voting at a Special Meeting called for the purpose may resolve that the Guild be **liquidated** as from a date to be named in the resolution. If upon liquidation or dissolution of the organization there remains after the satisfaction of all its debts and liabilities and property whatsoever the same shall not be paid to or distributed among the members of the organization but shall be **given or transferred** to some charitable organization or body having objects similar to the objects of the first organization, or for some other charitable purpose within New Zealand.  
Under the provision of section 24 of the Incorporated Societies Act 1908, a **second meeting** shall be held to confirm the resolution.
13. The Guild shall not be carried on for the purposes of **profit or gain** to any member or members and it shall be prohibited from any distribution whether by way of money, property or otherwise howsoever to any member or members.
14. At each Annual General Meeting one member of the Guild not being a member of the Executive Committee shall be appointed to **audit** the books and accounts of the Guild for the then current financial year and the manner of the **auditor's** appointment shall be the same as appointment of members of the Executive Committee.
15. The **annual subscription** shall be determined by the Executive Committee and approved by members present at the Annual General Meeting or a Special General Meeting.
16. The Executive Committee shall from time to time **make, repeal and amend** all such **by-laws and regulations** (not inconsistent with these rules) as they shall think expedient for the internal management and well-being of the Guild.

This rule was amended at the Annual General Meeting of the Guild held on **25 March 2016**.