

## **Item 7: Proposed amendments to clauses 10, 11 and 14 of PHANZA's Constitution**

### Explanation of proposed amendments to the PHANZA Constitution

The IRD has updated their requirements since our Constitution was last updated in 2016–17 and changes to the Constitution are required for fuller compliance. Compliance will provide PHANZA with a range of benefits, including donee status for income returns and exemption from resident withholding tax for interest earned on investments.

The required changes are to clauses 10, 11 and 14 of the current Constitution.

Attached are:

- The letter from the IRD detailing the changes required to clauses 10, 11 and 14 of the current Constitution.
- The text of the current Constitution, with proposed amendments made in track changes.

The Treasurer requests endorsement by the AGM to update the constitution as outlined by the Inland Revenue Department.

Sandra Gorter  
PHANZA Treasurer

# **Constitution of the Professional Historians' Association of New Zealand/Aotearoa Incorporated**

## **1. Name**

The name of the association shall be the Professional Historians' Association of New Zealand/Aotearoa Incorporated, hereinafter referred to as 'the Association', or as 'PHANZA'.

## **2. Aims**

The aims of the Association are:

- a) to promote the interests of professional historians;
- b) to encourage professional standards in the practice of history, including the adoption of an accepted code of ethics;
- c) to represent professional historians in public discussions;
- d) to provide advice and information on the employment of professional historians;
- e) to facilitate communication and exchange of information among professional historians;
- f) to engage in relevant activities beneficial to members.

## **3. Membership**

- a) Membership shall be open to those with a research-based honours degree in history (or a related discipline) from a recognised tertiary institution; or to those who have relevant research or publication experience.
- b) Membership shall be by application to the Association and shall be decided by a Membership Sub-committee of the Executive Committee.
- c) Those declined membership shall have the right of appeal to the Executive Committee of the Association. The appellant shall have the right to be represented at the appeal.
- d) The Association reserves the right to invite applications for membership.
- e) Members shall abide by the Constitution and code of ethics of the Association.
- f) Honorary membership may be conferred by decision of an Annual or Extraordinary General Meeting of the Association.
- g) Life membership may be conferred by decision of an Annual General Meeting or Extraordinary General Meeting of the Association. Candidates for life membership shall be nominated by the Executive Committee. Life membership may be conferred on any person who is or has been a member of the Association, in recognition of that person's outstanding service to the Association or the history profession. Life members of the Association have all the rights of ordinary members but are exempt from paying membership fees.

## **4. Suspension or termination of membership**

- a) The Membership Sub-committee shall have the right to suspend or terminate membership.

- b) Membership may be suspended or, in serious cases, terminated, if members bring into disrepute the Association or the historical profession, or for ongoing and serious breaches of the code of ethics of the Association.
- c) Members shall have the right to appeal to the Executive Committee of the Association in any cases of suspension or termination of membership. The appellant shall have the right to be represented at the appeal.
- d) Membership may be terminated at any time by written notice to the Secretary.
- e) Membership will be deemed to have lapsed by resolution of the Executive Committee if a member's annual subscription is unpaid within six months of the beginning of the financial year.

## **5. Annual fees**

- a) Any proposal to change the annual membership fee shall be approved by resolution of the Annual General Meeting.
- b) Any individual, society or institution may subscribe to the Association's publications. The Committee may charge a fee for such subscriptions, or may make them available free of charge.

## **6. Executive Committee**

- a) An Executive Committee (hereinafter referred to as the Committee) shall be constituted to manage the affairs of the Association.
- b) The Committee shall consist of a President, Secretary, Treasurer, and up to six other members, and shall be elected at the Annual General Meeting.
- c) The Committee shall have the power to appoint a member to fill any vacancy on the Committee that arises between Annual General Meetings.
- d) The Committee shall have powers to co-opt up to three additional members as it deems fit, in addition to those elected at the Annual General Meeting. Such members shall have all the rights and responsibilities of elected Committee members.
- e) All decisions of the Committee shall be by a majority vote of those participating in the meeting or indicating their views in writing. In the event of an equal vote, the President shall have a casting vote.
- f) At least three Committee meetings shall be held each year.
- g) The quorum shall be four.

## **7. Annual General Meeting**

- a) An Annual General Meeting shall be held at a date and place decided by the Committee.
- b) The business shall comprise receipt of the minutes of the previous Annual General Meeting, a report or reports from the Committee on the Association's activities since the previous Annual General Meeting, a financial statement, the election of officers and Committee members, motions to be considered, and such other matters as may properly be put before the meeting.
- c) The financial statement presented to the Annual General Meeting shall comprise an audited statement of Income and Expenditure and a Balance Sheet.

- d) Notice and agenda of the meeting shall be circulated to members at least one month beforehand.
- e) Nominations for President, Secretary, Treasurer or ordinary membership of the Committee must be received in writing by the Secretary at least 14 days before the Annual General Meeting. Each candidate must have a nominator (who may be the same person as the candidate) and a seconder.
- f) The Secretary must provide all members with a list of candidates for election at least 7 days before the Annual General Meeting.
- g) Motions on matters of interest to the Association or to the historical profession may be proposed to be voted on at the Annual General Meeting. Such motions shall be accepted up to the time of and from the meeting.
- h) The outgoing President shall chair the Annual General Meeting until the election of officers takes place. If a new President is elected at the meeting, he or she shall chair the meeting after the election of officers. If the outgoing or incoming President is not present at the meeting, the Committee may nominate another member of the Association to chair the meeting.
- i) The quorum for the Annual General Meeting shall be fifteen financial members. The quorum shall be constituted of financial members attending in person or participating by means of audio, audiovisual, postal or electronic communication, or by proxy voting.

## **8. Extraordinary General Meeting**

The Committee may at any time convene an Extraordinary General Meeting and shall do so within one calendar month of a request to the Secretary in writing, specifying the proposed business and signed by fifteen financial members.

## **9. Method of voting**

- a) Those attending the meeting in person shall indicate their votes by show of hands.
- b) Members unable to attend the meeting may authorise another member to exercise a proxy vote on their behalf.
- c) Where it is feasible in the circumstances to do so, the Committee may make provision for members not in attendance to vote by other means, such as postal or electronic voting. Such voting will only be possible on motions that have been notified in advance of the meeting.
- d) All decisions shall be by a majority vote of those able to vote on the matter in question. In the event of an equal vote, the chair of the meeting shall have a casting vote.

## **10. Constitution**

- a) The Constitution may be altered, added to, or rescinded by resolution at the Annual General Meeting, or at an Extraordinary General Meeting. Any such motion to alter, add to or rescind shall be notified to the Secretary no less than two months before the meeting and must be set out on the Agenda for the meeting concerned.

b) An amendment to the Constitution may be made by a two-thirds majority of financial members voting at the Annual General Meeting or an Extraordinary General Meeting provided that no amendment shall be permitted if it in any way affects the non-profit status of the Association. The Committee shall ensure that all members, including those unable to attend the meeting in person, shall be able to vote on proposed amendments to the Constitution.

~~b)c)~~ No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the non profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **11. Control of funds**

- a) The Treasurer shall be authorised to receive money and issue receipts.
- b) All expenditure shall be authorised by the Committee provided that there shall be no distribution, whether by way of money, property, or otherwise, howsoever, to any member of the Association.
- c) The Committee shall have authority to operate a bank account or accounts and to invest funds in any Authorised Trustee Investment as shall be decided.
- d) Any three Committee members, one of whom must be the Treasurer, shall be given signing authority to operate the Association's bank accounts and investments.
- e) The Association shall have the power to borrow money only with the express approval of a General Meeting.

f) The financial year of the Association shall run from 1 July of each year to the following 30 June.

g) The organisation does not have the purpose of making a profit for a proprietor, member, or shareholder and prohibits a distribution of property in any form to a member, proprietor or shareholder; and has a constitution that prohibits a distribution of property in any form to a member, proprietor, or shareholder.

~~f)h)~~ No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

## **12. Financial statements**

The Association's financial statements shall include statements of the Association's financial position and financial performance. These statements shall be subject to an assurance review or audit by a suitably qualified reviewer or auditor, who shall not be a member of the Committee.

## **13. Common seal**

The Secretary shall have control of the Common Seal of the Association and shall use it only on official Association documents.

## 14. Winding up

~~In the event of the winding up of the Association, its funds shall be disposed of in accordance with the directions of the Annual General Meeting or failing such directions, be donated to the New Zealand Historical Association.~~

If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to the New Zealand Historical Association or some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand.