

CHARTER OF THE

WAIKATO LINUX USERS GROUP

[All references to "Rule" where used to identify paragraphs, have been deleted. Most headings in bold are new. The website carries proposals for changes to the charter from 2010, including creating categories of membership. There is no evidence that the proposals were adopted, so they haven't been reproduced in these amendments]

~~This is the charter of the Waikato Linux Users Group, including changes as ratified on 22 September 2003.~~

~~The following are the rules of the Waikato Linux Users Group Incorporated ("WLUG"):~~

NAME

- (1) The name of the society is the Waikato Linux Users Group Incorporated, ~~and is also referred to in this Charter as "the WLUG".~~

OBJECTS

- (2) The Society has been established with the following purposes and aims in mind:
 - As a support community for Open Source and Free Software
 - As a support community for Linux, FreeBSD, OpenBSD, NetBSD (and other Open Source or Free Operating Systems)
 - As a vector for the promotion of Open Source software and Operating Systems within non-profit, commercial and industrial organisations
 - As a vector for the promotion of Open Source software and Operating Systems within government bodies, including but not limited to educational bodies of all levels, medical bodies, local and national government, and political parties.
 - As a means of providing additional support and resources to its members. Such resources may include but are not limited to: email account, shell account, access to a society library of technical books. Only members of the society have access to these resources.
 - ~~To act in liason and to co-operate with any person or body in order to achieve any or all of such purposes or aims~~
 - ~~To undertake any other activity which is deemed by the Committee to come with the scope of these purposes or aims~~
 - ~~Subject to the foregoing, to enter into contracts, to sue and be sued, to open and operate on and close one or more bank accounts, to borrow or to lend funds~~
 - ~~To acquire by purchase, to take on lease or hire, to use, to mortgage, or in any other way to deal with, any real or personal property or any rights or privileges which may be considered necessary or expedient for attaining the purposes or aims of the society, and to sell or lease or dispose of all or any portion thereof not required for these purposes or aims~~
 - ~~To equip, furnish, alter, enlarge, improve, repair, uphold and maintain any premises or physical space for the attainment of any or all of the foregoing purposes or aims~~

[The following footnote has been incorporated in the text of the rule:]

Open Source Software is defined by the Open Source Initiative at

<http://www.opensource.org/docs/definition.php>.

Free Software is defined by the Free Software Foundation at
<http://www.fsf.org/philosophy/free-sw.html>.

Software covered by either of these concepts are generally distributed with licenses such as the GNU General Public Licence (GPL)
 (<http://www.fsf.org/licenses/gpl.html>),

the BSD License
 (<http://www.opensource.org/licenses/bsd-license.php>)

or the Mozilla Public License
 (<http://www.opensource.org/licenses/mozilla1.1.php>).

This list is not exhaustive nor is it intended to define **limits bounds** on the definition of Free or Open Source software.

MEMBERSHIP

- (3) Membership of the society is open to any person or incorporation
- (a) who or which complies with the other requirements of this Rule,
 - (b) and who or which has not been expelled from membership of the society within the period of two years prior to applying for membership.

In order to join the Society an intending member ~~one~~ must complete and submit to the secretary an application in a form specified from time to time by the secretary ~~a membership form~~, and pay the then-current annual membership subscription ~~payment for the yearly fees must be received~~ within 90 days of the submission of the form. Membership shall commence from the time of submission of the application form to the secretary. Nevertheless, failure to pay the subscription fees within the 90-day period ~~this time~~ will result in the membership, and all membership benefits, being revoked from the expiration of the 90-day period.

The annual subscription shall be ~~fee is~~ determined contemporaneously with the Annual General Meeting (AGM) by the committee of the society. ~~and can be changed as the needs of the society changes.~~

Membership is for the current financial year of the WLUG. The committee may from time to time specify the start date of the society's financial year, and until otherwise specified the financial year shall be the annual period commencing on the 1st January. ~~This is presently defined as being the year from the 1st of September to the 31st of August.~~

Membership is encouraged but not required: regular meetings are open to all and casual requests for assistance or information are allowed. Only members will have access to the additional support and resources specified as intended to be made available for members, in Rule 2. ~~areas outlined in Rule 2b above.~~

The secretary shall keep a register of members, which shall contain the names and contact details of current members and the dates at which they became members.

Membership of the WLUG mailing list and membership of the Waikato Linux Users Group Incorporated are independent; ~~a person or corporation can be a member of both, or can be a member of either without being a member of the other.~~

- (4) A member can choose to leave the society at any time, without refund of their fees. The member wishing to leave must ~~submit~~ provide written notice to the committee to this effect. Non-payment of subscription fees will result in termination of membership and all associated benefits.

A member can be expelled from the society at the decision of the committee, for reasons including but not limited to:

- Serious misconduct of a personal or professional nature towards another member of the society.

- Serious misconduct of a personal or professional nature towards an external body, while acting as a representative of the society.
- Any illegal activities conducted within the society.
- Attempting to exploit or misuse the society or members of the society for pecuniary gain.

What amounts to "serious misconduct" shall be determined ~~is held~~ at the discretion of the committee of the society. ~~The member proposed to be expelled has the right to attend the committee meeting at which the expulsion is considered, and to make representations before the committee reaches any conclusion on the matter. and any grievances should be brought before the committee.~~

RULES

- (5) The rules of the society may be altered, added to or rescinded at an AGM, or ~~in special circumstances,~~ at a special meeting ~~of the society~~ held for the purpose. ~~Not less than two week's prior notice of the meeting at which the change is to be considered, and of the proposed change to the rules, must be given to members.~~ Such meetings ~~must be announced ahead of time and~~ are open to all members of the society. Only members of the society ~~who have paid the current subscription~~ can vote ~~on a proposed rule change.~~

~~In either case,~~ A vote by show of hands ~~shall be~~ is taken on each modification to the rules, ~~and any resolution to alter a rule shall require with~~ a two-thirds majority ~~to pass. indicating the successful modification to the rules.~~

The president of the club (or acting president if the president is ~~not unable to be~~ present) has a casting vote ~~as well as a deliberative vote, on any resolution to alter a rule.~~

No addition to or alteration of the non-profit aims, personal benefit clause or the winding-up clause shall be approved without the approval of the Inland Revenue Department (and the Charities Commission if such approval is required to maintain any charitable status of the society). 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.

MEETINGS

(6) AGM

An Annual General Meeting of the society shall be held within five months of the end of the society's financial year. The committee shall decide when and where the meeting shall be held.

Annual General Meetings shall be announced on the society's electronic mailing list ~~at an appropriate time but not less than~~ a month before they occur. ~~and at the previous month's meeting.~~ A reminder shall be posted to the mailing list at suitable intervals prior to the event, such as two weeks, one week, two days, one day, etc.

Annual General Meetings will cover topics including but not limited to:

- the state of the society with respect to membership changes
- results of actions conducted as society actions pursuant to the purposes and aims of the society outlined in Rule 2 above
- methods to improve the standing or membership of the society in the following year
- methods to fulfill the purposes and aims of the society as outlined in Rule 2 above

~~and shall include a report on the affairs of the society in the previous financial year and provide for the election of officers.~~

Any decisions to be made will be made by vote by show of hands, with a simple majority indicating a success.

The president of the club (or acting president if the president is unable to be present) has a casting vote.

At an AGM, a quorum shall be 50% of the society membership, or 15 people, whichever number is smaller. Only those people who were paid members in the previous financial year and who have signed a membership form for the ~~then-current~~ ~~next~~ financial year will be ~~considered~~ eligible to vote.

Note that this clause does not preclude the guidelines in Rule 5 for changing the rules or charter of the society: decisions which change the rules or charter of the society still require a two-thirds majority.

Regular Meetings

Regular meetings are to be held ~~initially~~ at a monthly interval, upon the 4th Monday of the month, ~~or with such frequency and at such times as the committee may from time to time decide~~. Announcement of meetings and the topic of the meeting will be made on the society mailing list at suitable intervals prior to the event, such as one week, two days, one day etc.

~~At a regular meeting, a quorum shall be 20% of the society membership, or 5 people, whichever number is smaller.~~

Regular meetings ~~may consider such matters as shall conduct[sic] of such content as is discussed by~~ the society ~~considers appropriate~~, including but not limited to:

- presentations on a suitable topic, preferably one which fits within the purposes and aims of the society
- "hands on" technical assistance for all attendees. Such meetings are designed to help members and non-members alike with both Open Source and Free software or operating systems, and the interaction of said software and operating systems with other software and operating systems.
- other topics considered suitable by the society members, as indicated by a simple consensus.

Members and non-members alike can give or organise presentations or discussions.

Additional regular meetings may be ~~held, if the committee considers that the announced, if such~~ need arises.

Committee meetings

The WLUG Committee shall meet once per month, either at the Regular Meeting for the month, or ~~at~~ a separate date, time and location, at the discretion of the committee. Committee meeting details and a tentative agenda will be published to the society mailing list seven days prior to a committee meeting.

The purpose of the Committee Meeting is to ~~permit the committee to resolve discuss~~ matters pertaining to the ongoing running of the society. If a society member wishes to raise an issue at a committee meeting, they ~~shall can~~ give at least two day's notice to the Secretary, who will then put the item on the agenda and invite the member to the meeting if appropriate. Otherwise, committee meeting attendance is restricted to committee members.

Only committee members, ~~and only those committee members who are personally present~~, are allowed to vote at a Committee Meeting. The quorum will be ~~four five~~ members of the committee.

~~Decisions of the committee shall be taken on a majority vote. The President shall have a casting vote as well as a deliberative vote.~~

Minutes of committee meetings shall be made available via the society's electronic mailing list as soon as practicable after the committee meeting.

Special Meetings:

Special meetings are given notice to the society mailing list as is suitable to the nature of the meeting.

~~The meeting may not require the general attendance of the society, in the case of most disciplinary meetings, or may require full attendance in the case of a change to the charter or the rules of the society.~~

The purposes of a special meeting is to conduct any urgent society business, including but not limited to:

- conducting any urgent financial activity which cannot wait until the next general meeting

- disciplinary action to be taken against a society member
- changes to the charter or rules of the society

The committee ~~shall~~ ~~can~~ call a special general meeting ~~on the request of any committee member. by a pass vote at a committee meeting.~~ A member may call a ~~special meeting~~ SGM if backed by ~~at least 10% a majority~~ of the society's membership.

At a ~~special meeting, SGM,~~ a quorum shall be 50% of the society membership, or 15 people, whichever is the smaller.

Electronic Mailing List:

The society will continue in its activities outside of organised meetings, in that its primary form of communication is via an electronic mailing list. This electronic mailing list (referred to as 'electronic mailing list' or 'mailing list' elsewhere in this document) is intended to be used for discussion including but not limited to:

- discussion of activities falling under the objectives of the society
- official notification of meetings of all types
- discussion of activities not included under, but directly and indirectly related to the goals and objectives of the society
- as a social environment for members and non-members of the society alike.

An "acceptable use" policy is maintained by the committee of the society, and decisions on what are acceptable topics for the mailing list are made by the committee. The List Administrator of the society is responsible for enforcing these decisions.

Adjourned meetings

If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of a member or members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

OFFICERS AND COMMITTEE

- (7) The officers of the society shall consist of a president, vice-president, secretary, ~~and~~ treasurer. The committee of the society shall include the above-named officers, ~~and as many ordinary as well as 5 (five extra)~~ members ~~to a limit of four ordinary members, as are elected as members of the committee at the Annual General Meeting.~~ The electronic mailing list is the primary means of communication and activity within the society. As the mailing list requires some administration, ~~a an ex-officio position of~~ 'list administrator' will be appointed by the committee.

The officers and committee members shall be elected at an AGM or at a special meeting called for this purpose.

~~In the event that any officer or committee member is temporarily unable to carry out the duties of such office, or the position otherwise becomes vacant for any reason,~~ a temporary replacement or replacements can be appointed at the discretion of the committee.

Officers and committee members whether elected or appointed shall hold office until the next Annual General Meeting, or resign or are removed by the committee under rule (4). There is no limit on the number of successive terms able to be held by any officer or committee member. ~~The standard term of appointment is one year, or until the next AGM, whichever is shorter. If a temporary position is appointed it will arise for re-appointment with the other positions at the next AGM.~~

If any committee member is absent from three consecutive meetings without leave of absence then the President may declare that person's position to be vacant.

The role of the committee shall be to manage the society's affairs, and the committee has all the powers of the society to the extent that such powers are not otherwise limited by these Rules or limited by the society by a resolution passed by a majority vote.

COMMON SEAL

- (8) The common seal of the society shall be held ~~by~~ **with** the secretary.

Whenever the common seal is required to be used on any document the President and any one other member of the committee shall sign a resolution to impress the seal on the document and those two persons shall at the same time sign the document on which the seal is impressed. ~~The seal can be used to verify documents on behalf of the society, either by the committee or officers of the committee at an AGM or special meeting, or by the president of the society if s/he deems it appropriate.~~

REGISTERED OFFICE

- (9) The registered office of the society shall be at such place as is determined by the committee from time to time.

FUNDS

- (10) The funds of the society shall be held under the control of the officers of the committee.

[The following sentence is part of the present charter but doesn't appear in the registered rules]

The officers shall have joint signing rights with a minimum of two signatories required. ~~The treasurer and secretary shall have joint required signing rights, and operate the bank accounts, handle investments, and make payments as needed.~~

Surplus funds, which are defined as being funds well in excess of the typical operating expenses of the society at the appropriate point in time can be invested, however no provision is made within the charter for this at the time of inception and should such a change be required it must be motioned at an AGM or at a special meeting called for this purpose.

[The following paragraph is part of the present charter but doesn't appear in the registered rules]

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.

[The following paragraph is part of the present charter but doesn't appear in the registered rules]

Any such income paid shall be reasonable and relative to that which would be paid in an arms-length transaction (being the open market value). 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) If the society ever ~~proposes~~ **needs** to borrow money, the matter ~~shall~~ **should** be raised at an AGM for resolution. ~~The purpose of the loan should be checked to ensure it lies within the objectives of the society.~~
- (12) No review or audit of the annual financial statements is required, unless a review or audit is requested by no less than 5% of the members present at any properly convened meeting of the society.

WINDING UP

- (13) *[The following paragraph is part of the present charter but doesn't appear in the registered rules]*

If upon the winding-up or dissolution of the Waikato Linux Users Group (Incorporated) there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be

paid to or distributed among the members of the society but shall be given or transferred to some other organisation or body having objects similar to the objects of the Waikato Linux Users Group (Incorporated), or to some other charitable organisation or purpose, within New Zealand. In the event of the liquidation of the society, a trustee will be appointed to hold any non-liquid assets of the society, including but not limited to the contents of the society library. These assets should be held in trust for use by any member of the public under similar rules as to their governance within the society. If a suitable trustee is not found, then the appointment will go to a geographically close society or club of similar interests (for example, the Auckland Linux User Group). Liquid assets shall be split equally amongst remaining society members.

ADDITIONAL POWERS

- (14) The society may:
- (a) employ people for the purposes of the society;
 - (b) exercise any power a trustee might exercise;
 - (c) invest in any investment that a trustee might invest in.

GENERAL

- (15) If the secretary has sent a notice to all members in good faith, a meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- (16) In these Rules:
- (a) "Majority vote" means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and who do vote upon a resolution put to that meeting.
- "Written notice" means notice given through the electronic mailing list, or communication in writing by post, or advertisement in periodicals, or any combination of such methods.
- (17) Matters not covered in these rules shall be decided upon by the committee.

Certified to be a true copy of the amended rules of the Waikato Linux Users Group Incorporated adopted by resolution of the Society at it's Annual General Meeting on the _____

Name _____
 Position _____
 Signature _____

Name _____
 Position _____
 Signature _____

Name _____
 Position _____
 Signature _____