

Canterbury Astronomical Society Inc  
Special General Meeting  
Tuesday 18th November 2025  
Held in room ER225 University of Canterbury  
8.00pm

Present:

Mandy Heslop, Dale Kershaw, Simon Lewis, Heather Skinner, Steven Graham, Richard Wiltshire, Orlon Petterson, Peter Davies, Jim Rankin, Mark Williams, Preetha Sreedharan, Brent Schroeder, Ray Pointon, Malcolm Carr, Rob Glassey, Nicholas Witte, Mike Parry, Alan Teague

Apologies:

Anne Whitehead, Peter Whitehead, John Pickering, Greg Hay, Terry Richardson, Gary Steel

Meeting:

Simon Lewis, CAS President, went over why we need to change certain sections of our constitution to comply with the new Incorporated Societies Act 2022.

Simon then gave the floor an option to vote for each change individually or do a block vote. Providing no one has any objections or issues with any section.

All present agreed by show of hands to the block vote.

Section 2.2 No Financial Gain and No Rights in Property — The Society must not be carried on for the financial gain of any Member. No Member has any right, title, or interest in any property of the Society. Any income, benefit, or advantage must be used to advance the Society's purposes, subject to the Incorporated Societies Act 2022.

Section 3.1A Consent — A person becomes a Member only if they have provided their informed consent to membership and the Committee has approved their application, as required by the Act.

Section 3.5.3 Family Membership (fee category) — Family Membership is a subscription category only. Each adult who wishes to vote or hold office must individually consent to become a Member and will be recorded on the Register of Members. Youth/associate participants may be linked to a Family subscription but have no vote unless they are individual Members.

Section 3.6 Register of Members — The Society will maintain a register recording for each Member: name, last known contact details, the date they became a Member, and the date they ceased to be a Member, and will keep the register up to date in accordance with the Act.

Section 5.2 Amendments must comply with sections 30–34 of the Incorporated Societies Act 2022, and take effect when registered by the Registrar. A copy of any amendment and the full amended Constitution will be delivered to the Registrar within the statutory timeframe.

Section 6.1.0 Methods of Holding Meetings — General meetings may be held by a combination of in- person, audio, or audio-visual communication technologies, provided all participants can effectively take part (Act s 87).

Section 6.2.1 AGM Interval — The Society will hold an Annual General Meeting no later than six (6) months after balance date and no more than fifteen (15) months after the previous AGM.

Section 6.2.2 Information Presented — At each AGM the Committee will present: (a) an annual report on the operations and affairs of the Society for the last accounting period; (b) the annual financial statements (and audit/review report if required); and (c) any other information

required by the Act (s 86).

Section 6.7.1 Voting Methods — Votes may be cast in person, by proxy, by post, or by electronic means, if permitted by the notice of meeting and any procedures prescribed by the Committee, consistent with section 93 of the Act.

Section 6.7.2 Written Resolutions in Lieu — The Society may pass a written resolution in lieu of a general meeting in accordance with section 89 of the Act, following procedures notified to Members.

Section 6.7.3 Conflicted Committees — If 50% or more of the Committee are interested in a matter, the matter must be referred to a Special General Meeting of Members under section 64 of the Act.

Section 7.0 Committee Composition — The Committee will comprise at least three (3) persons. A majority of Committee members must be Members of the Society (or permitted representatives of Member bodies) as required by section 45 of the Act.

Section 7.1 The Officers of the Society include President, Vice President, Treasurer, Secretary, Membership Secretary, Editor, Librarian, Digital Services Officer and Observatory Director; the Committee consists of up to twelve (12) members including Officers.

Section 7.2 Officer Eligibility and Consent — Each Officer must be at least 16 years old, certify that they are not disqualified under the Act, and provide written consent to act (s 47).

Section 7.3 Officer Duties — Officers must act in good faith and in the best interests of the Society, for proper purposes, with reasonable care and diligence, and in compliance with the Act and this Constitution; and must not create a substantial risk of serious loss to creditors or incur obligations the Society cannot perform (ss 54–59).

Section 7.4 Conflicts of Interest — An Officer who is interested in a matter must disclose the interest to the Committee as soon as practicable; the Society will maintain an Interests Register; an interested Officer must not vote on the matter unless permitted by the Act; consequences for non-disclosure apply per the Act (ss 62–67, 73).

Section 9.2 Payments and Authorisation — The Committee will set and document authorisation controls. All payments must be approved in accordance with those controls and be made by approved electronic means or cheque, with two authorised signatories or dual electronic authorisation. Cash payments are to be avoided except for petty cash systems authorised by the Committee.

Section 9.3 Financial Reporting — The Society will prepare, approve, and file annual financial statements and an annual return in accordance with the Act and applicable XRB standards or minimum reporting requirements. If an audit or review is required by the Act, funders, or Members' resolution, the Committee will arrange it.

Section 9.4 Indemnities and Insurance — To the extent permitted by the Act, the Society may indemnify and effect insurance for Officers and employees as authorised by this Constitution (ss 94–98).

Section 13.1 The Registered Office of the Society will be at a place determined by Committee resolution from time to time. The Committee will notify the Registrar of any change in accordance with the Act (ss 110–111).

Section 15.1 The Society will have at least one (and up to three) Contact Person(s) at all times. The Committee will appoint the Contact Person(s), record the appointment, and notify the Registrar of any changes (ss 112–116).

Section 16.1 The Society adopts the dispute resolution procedures set out in Schedule 2 of the Incorporated Societies Act 2022. These procedures apply to disputes between Members, between Members and Officers, and between Members/Officers and the Society. Where applicable, arbitration provisions in the Act apply.

#### Appendix — By-Laws: Targeted Amendments

The following by-law amendments are recommended to align with the Act and the revised constitution:

- Update subscription notices and register handling (By-Laws 3.2–3.3) to reflect Member consent and privacy obligations; confirm that each voting adult is a Member on the register.
- AGM agenda (By-Laws 6.2.3) — include presentation of the annual report and financial statements in the form required by the Act; allow for audio/AV participation and electronic/postal votes where authorised by the notice of meeting.
- Treasurer duties (By-Laws 7.2.2) — reference the Act/XRB reporting tiers and audit/review triggers rather than a mandatory audit in all cases.
- Editor/notifications — allow meeting notices and documents to be provided electronically in addition to CASmag, ensuring delivery to the last known contact details in the Register.

Simon Lewis moved the motion to accept all the changes as outlined.

Orlon Petterson 2nd the motion.

All accepted unanimously

Changes confirmed

Meeting closed at 8.36pm