

# CHARTER OF THE WAIKATO LINUX USERS GROUP

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## Table of Contents

Rule	Topic	Page
1	Name	2
2	Objects	2
3	Membership	2
4	Membership Termination	3
5	Rules	3
6	Meetings - AGM	4
7	Meetings - Regular	4
8	Meetings - Committee	5
9	Meetings - Special	5
10	Meetings - Adjourned	5
11	Electronic Mailing List	5
12	Officers and Committee	6
13	Common Seal	6
14	Registered Office	6
15	Funds	7
16	Winding Up	7
17	Additional Powers	7
18	General	7

**Date:** Implemented at SGM of 25th March 2019

**Web-site:** Posted at <https://github.com/WLUG/charter>

# CHARTER OF THE WAIKATO LINUX USERS GROUP

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## 1. NAME

The name of the society is the Waikato Linux Users Group Incorporated, and is also referred to in this Charter as “the WLUG”.

## 2. OBJECTS

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.
- To act in liaison 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

Open Source Software is defined by the Open Source Initiative at <https://opensource.org/docs/definition.php>.

Free Software is defined by the Free Software Foundation at <https://www.gnu.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) (<https://www.gnu.org/licenses/gpl.html>), the BSD License (<https://opensource.org/licenses/bsd-license.php>) or the Mozilla Public License (<https://opensource.org/licenses/MPL-2.0>).

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

## 3. MEMBERSHIP

Membership of the society is open to any person or incorporation

- who or which complies with the other requirements of this Rule,
- 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 must complete and submit to the secretary an application in a form specified from time to time by the secretary, and pay the then-current annual membership subscription 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 within the 90-day period will result in the membership, and all membership benefits, being revoked from the expiration of the 90-day period.

# CHARTER OF THE WAIKATO LINUX USERS GROUP

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The annual subscription shall be determined contemporaneously with the Annual General Meeting (AGM) by the committee of the society.

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.

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.

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. MEMBERSHIP TERMINATION

A member can choose to leave the society at any time, without refund of their fees. The member wishing to leave must 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.
- Bringing the society into disrepute.

What amounts to "serious misconduct" or "disrepute" shall be determined 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.

## 5. RULES

The rules of the society may be altered, added to or rescinded at an AGM, or at a special meeting of the society held for the purpose. Not less than two weeks' 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 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.

A vote by show of hands shall be taken on each modification to the rules, and any resolution to alter a rule shall require a two-thirds majority to pass.

The president of the club (or acting president if the president is not 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

# CHARTER OF THE WAIKATO LINUX USERS GROUP

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this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 6. MEETINGS – 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. 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 fulfil 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 5 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 financial year will be 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.

## 7. MEETINGS – REGULAR

Regular meetings are to be held 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 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.

# CHARTER OF THE WAIKATO LINUX USERS GROUP

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

## 8. MEETINGS - COMMITTEE

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 matters pertaining to the ongoing running of the society. If a society member wishes to raise an issue at a committee meeting, they shall give at least two days' 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 or are present by skype or other means of real-time communication, are allowed to vote at a Committee Meeting. The quorum will be four 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.

## 9. MEETINGS - SPECIAL

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

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 call a special general meeting on the request of any committee member. A member may call a special meeting if backed by at least 10% of the society's membership.

At a special meeting, a quorum shall be in adherence to the quorum rules for an AGM Meeting.

## 10. MEETINGS - ADJOURNED

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.

## 11. 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

# CHARTER OF THE WAIKATO LINUX USERS GROUP

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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.

## 12. OFFICERS AND COMMITTEE

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 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 '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, earlier, 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.

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.

## 13. COMMON SEAL

The common seal of the society shall be held by 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.

## 14. REGISTERED OFFICE

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

# CHARTER OF THE WAIKATO LINUX USERS GROUP

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## 15. FUNDS

The funds of the society shall be held under the control of the officers of the committee. The officers shall have joint signing rights with a minimum of two signatories required.

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.

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 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.

If the society ever proposes to borrow money, the matter shall be raised at an AGM for resolution.

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.

## 16. WINDING UP

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.

## 17. ADDITIONAL POWERS

The society may:

- employ people for the purposes of the society;
- exercise any power a trustee might exercise;
- invest in any investment that a trustee might invest in.

## 18. GENERAL

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.

In these Rules:

- “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.

Matters not covered in these rules shall be decided upon by the committee.

## CHARTER OF THE WAIKATO LINUX USERS GROUP

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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 25th March 2019

Name \_\_\_\_\_

Position \_\_\_\_\_

Signature \_\_\_\_\_

Name \_\_\_\_\_

Position \_\_\_\_\_

Signature \_\_\_\_\_

Name \_\_\_\_\_

Position \_\_\_\_\_

Signature \_\_\_\_\_