

Constitution

CONSTITUTION AND RULES OF THE NORTH SHORE WARGAMES CLUB INCORPORATED

Formally adopted by Special General Meeting on the 30th day of March 2003.

1. NAME

The name of the society shall be "The North Shore Wargames Club Incorporated".

2. INTERPRETATION

2.1 In these Rules, unless inconsistent with the context, words importing the singular or plural shall include the plural and singular respectively.

2.2 In these Rules, unless inconsistent with the context, words importing gender shall include all genders.

2.3 Definitions:

"Act" means the Incorporated Societies Act 1908 and its amendments and any statute passed in substitution for it;

"Annual Financial Statements" means the annual financial statements described at clause 12.2;

"Annual General Meeting" means the single meeting during the current Club Year where the previous Club Year's affairs are settled, elections held and any duly notified constitutional amendments and notified resolutions are debated;

"Annual Membership Fee" means the annual membership fee for the current Club Year as determined at the Annual General Meeting;

"Annual Plan" means the document that is presented by the Executive to the Annual General Meeting detailing the proposed dates, venues and activities that the Club will be involved with during the current Club Year and subsequent years if necessary;

"Chairperson" means the chairperson of a General Meeting or meeting of the Executive, being the President or, in the President's absence or where clause 10.4(a) applies, such other person nominated to chair the relevant meeting;

"Club Year" means the period from 1 January to 31 December, being the financial year of the Club;

"Common Seal" means the common seal of the Club adopted by the Executive in accordance with clause 19.1;

"Executive" means the executive committee of the Club;

"Game Day" means the regular meetings of the Club for the provision of the activities of the Club;

"General Meeting" means either an Annual General Meeting or a Special General Meeting of the Club;

"Member" means a member of the Club as provided for in these Rules;

"Rules" means these rules of the Club, including any amendments or new rules passed in substitution to the same;

"Special General Meeting" means any General Meeting called by the Executive or Members to discuss any duly notified constitutional amendments and resolutions outside of the Annual General Meeting;

"The Club" means The North Shore Wargaming Club Incorporated;

"Trustee Act" means the Trustee Act 1956 and its amendments and any statute passed in substitution for it.

3. OBJECTS

3.1 The objects for which the Club is established are:

- (a) The encouragement of tabletop wargames, fantasy gaming, role playing games, board-gaming, card-gaming and comparable games;
- (b) The provision of a forum for those with an interest in tabletop wargames, fantasy gaming, role playing games, board-gaming, card-gaming and comparable games to meet and participate in those games and exchange ideas;
- (c) To generally encourage and advance the fellowship of wargaming;
- (d) To provide for the continued association of the Members;
- (e) To conduct social activities and conventions for the benefit of the Members; and
- (f) To do any act or thing incidental or conducive to the attainment of the above objects or any one of them.

4. POWERS

4.1 The Club may:

- (a) Arrange and hold Game Days, tournaments, meetings and other functions in the furtherance of the Club's objects;
- (b) Use such of the Club's funds to pay the costs and expenses of furthering or carrying out any of the Club's objects;
- (c) Apply for and acquire any licenses or permits for the accomplishment of any of the Club's objects;
- (d) Purchase, lease, hire, acquire, exchange, sell, dispose or otherwise deal with any personal property, rights or privileges for the furtherance of the Club's objects;

- (e) Publish and issue literary undertakings consistent with the Club's objects;
- (f) Invest any surplus funds of the Club in any investment in which a prudent trustee might invest in terms of the Trustee Act, provided that the term of the investment may not exceed the current Club Year;
- (g) Subject to clause 4.1(h), raise funds to promote any of the objects of the Club;
- (h) Borrow money, including, without limitation, the obtaining of a Bank overdraft for the Club, with or without security, provided that such power shall not be exercised other than by resolution of a General Meeting;
- (i) To execute, enter into and perform any agreement, deed or document the terms of which are consistent with the furtherance of the Club's objects;
- (j) To appoint any agents as required for the furthering of the Club's objects;
- (k) To join or affiliate with any person or organisation for the accomplishment of the Club's objects; and
- (l) Exercise such other powers as are conferred by the Act or other statute, to the extent those power are consistent with the furtherance of the Club's objects and are not limited or modified by these Rules.

5. EXPRESS LIMITATIONS

- 5.1 The Club may not hold, purchase or otherwise acquire any real property.
- 5.2 The Club and the Executive are expressly forbidden from acting to the advantage or private benefit of an individual Member or group of Members beyond their entitlement as part of the collective membership of the Club.
- 5.3 The funds of the Club are not to be used for the private benefit of any Member or group of Members of the Club.
- 5.4 The Club is a not-for-profit body. The Club and the Executive are forbidden from acting with the intention of making a profit other than to ensure the sustainability of the Club.

6. MEMBERSHIP

- 6.1 Subject to a person meeting the eligibility criteria specified at clause 6.2, a person may become a Member or an existing Member may maintain their membership of the Club by:
 - (a) Attending a Game Day in the current Club Year;
 - (b) Paying the Annual Membership Fee for the current Club Year, or, where more than half the current Club Year has elapsed, such portion of the Annual Membership Fee for the current Club Year as the Treasurer considers appropriate; and
 - (c) Providing the Secretary with their name and address.

- 6.2 The following persons are eligible to be Members:
- (a) All persons who are 18 years of age or older at the date of application;
 - (b) With permission from a parent or guardian, all persons who are between 11 and 17 years of age inclusive at the date of application. This permission is to be renewed annually upon payment of the Annual Membership Fee; or
 - (c) With written permission from a parent or guardian, any persons who are under 11 years of age at the date of application on the basis that a parent, guardian or caregiver will be present at all times that the applicant is present at The Club prior to the applicant's 11th birthday. This permission is to be renewed annually upon payment of the Annual Membership Fee,
- provided that a Member who has been expelled from the Club in accordance with clause 6.9 will not be eligible to be a Member for a period of 1 year from the date of their expulsion.
- 6.3 Every Member shall renew their membership of the Club in each Club Year. The terms of clause 6.1 shall apply to such a renewal.
- 6.4 Every Member shall promptly advise the Secretary of any change of their name or address.
- 6.5 A Member may resign their membership at anytime by providing written advice of the same to the Secretary or by not renewing their membership for a new Club Year. The Club will not be liable to refund any portion of the Annual Membership Fee already paid by the Member where that Member resigns during the course of a Club Year.
- 6.6 A Member who has resigned their membership shall:
- (a) Remain liable to pay:
 - (i) the Annual Membership Fee for any past Club Years that remains due and owing by the Member; and
 - (ii) that proportion of the Annual Membership Fee for the current Club Year as Treasurer determines appropriate;
 - (b) Cease to hold himself or herself out as a member of the Club; and
 - (c) Return to the Club all material borrowed from or provided to the Member by the Club.
- 6.7 Members shall not bring the Club into disrepute by their actions on Game Days and at other events where they could be seen to be representatives of the Club, including, without limitation, any regional or national tournaments.
- 6.8 No Member or any person associated with a Member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of such income, benefit or advantage by the Club, except that professional services to the Club may be rendered on an arms length commercial basis at then current market rates.

- 6.9 A member may be expelled from the Club by the unanimous resolution of the Executive for:
- (d) Non-payment of the Annual Membership Fee in a past or the current Club Year;
 - (e) A serious breach or persistent breaches of these Rules; or
 - (f) Misconduct or serious breach of faith towards the Club, other Members or guests of the Club.

The Executive must notify the Member concerned of the Executive considering a resolution to expel him or her and the grounds for that resolution. The Member concerned is to be given reasonable opportunity to attend and speak at the meeting of the Executive at which the resolution is considered. The rules of natural justice will apply to such a meeting of the Executive. The resolution of the Executive shall be final and binding on all parties and shall not be subject to any review or challenge.

- 6.10 An expelled Member shall:
- (a) Remain liable to pay:
 - (iii) the Annual Membership Fee for any past Club Years that remains due and owing by the Member; and
 - (iv) the Annual Membership Fee for the current Club Year;
 - (b) Cease to hold himself or herself out as a member of the Club; and
 - (c) Return to the Club all material borrowed from or provided to the Member by the Club.

7. SUBSCRIPTIONS

- 7.1 The Annual Membership Fee will be set by resolution of Members at the Annual General Meeting. In the event that no resolution is passed then the Annual Membership Fee shall remain at the same level as the Annual Membership Fee payable in the previous Club Year.
- 7.2 The Executive may resolve to levy additional fees payable by participating Members for the provision of specific events beyond regular Game Days as required.

8. AMENDMENT OF RULES

- 8.1 These Rules may be altered, added to, or rescinded by a two-thirds majority of those Members present and voting at a General Meeting.
- 8.2 No alteration of the Rules shall be considered regarding clause 5.4 (not-for-profit), 6.8 (pecuniary profit), this section 8, or section 17 (winding up) without the Executive first confirming with New Zealand Inland Revenue or its successors the effect of such an alteration of the Rules on the Club's not-for-profit status.

9. ANNUAL GENERAL MEETING

- 9.1 The Club shall hold an Annual General Meeting on the second Game Day of February in each Club Year, or as soon thereafter as is reasonably possible.
- 9.2 Notice of the date, time and place of the Annual General Meeting is to be circulated by the Secretary to Members not less than two weeks prior to the date of the Annual General Meeting.
- 9.3 The following substantive business shall be transacted at the Annual General Meeting in the order stated:
- (a) Election of a Chairperson, if the President is absent;
 - (b) Opening of meeting and apologies noted;
 - (c) Adoption of previous years minutes of any General Meetings;
 - (d) Matters arising from the previous years minutes of any General Meetings;
 - (e) The presentation, consideration and, if thought fit, adoption of the Annual Report;
 - (f) The presentation, consideration and, if thought fit, adoption, of the Annual Financial Statements;
 - (g) Appoint or waive the appointment of an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not a member of the Club) to audit the Annual Financial Statements for the current Club Year and provide a certificate of correctness in respect of the same;
 - (h) The presentation, consideration and, if thought fit, adoption of the Annual Plan;
 - (i) The setting of the Annual Membership Fee for the current Club Year;
 - (j) Any resolutions duly stated and received by the Secretary at least one week prior to the Annual General Meeting. This may include proposals to amend the Rules;
 - (k) General business;
 - (l) Presentation of awards and trophies for any competitions run by the Club over the course of the immediately preceding Club Year;
 - (m) Election of Executive; and
 - (n) Meeting declared closed.

10. SPECIAL GENERAL MEETING

- 10.1 A Special General Meeting may be called at any time by:
- (a) Resolution of the Executive; or
 - (b) Notice to the Secretary, such notice to be signed by at least five Members of the Club or 10% of the Club's membership, whichever is less.

The resolution or notice, as the case may be, must specify the business and any resolutions to be considered at the Special General Meeting and may include, without limitation:

- (a) Proposals to amend the Rules; and
- (b) Proposals to remove one or more officers or members of the Executive.

10.2 As soon as reasonably possible following:

- (a) A resolution of the Executive in terms of clause 10.1(a); or
- (b) Receipt by the Secretary of a notice in terms of clause 10.1(b),

the Secretary shall nominate a date, time and place for the Special General Meeting. The Special General Meeting must be held within 6 weeks of the resolution of the Executive being passed in terms of clause 10.1(a) or the Secretary receiving a notice in terms of clause 10.1(b).

10.3 Notice of the date, time, place of the Special General meeting and the business and any resolutions to be considered at the same is to be circulated by the Secretary to Members not less than two weeks prior to the date of the Special General Meeting.

10.4 The following substantive business shall be transacted at a Special General Meeting in the order stated.

- (a) Election of a Chairperson if the President is absent or where the business of the Special General Meeting includes the removal of the President.
- (b) Opening of meeting and apologies noted.
- (c) The presentation, consideration and, if required, voting, on the business or resolution specified in the notice of Special General Meeting, together with any proposed amendments to the same duly stated and received by the Secretary at least one week prior to the Special General Meeting.
- (d) Meeting declared closed.

11. RULES RELATING TO GENERAL MEETINGS

11.1 Rules governing procedures for General Meetings are to be advised by the Chairperson during the opening of the General Meeting.

11.2 The quorum for a General Meeting is the lesser of:

- (a) 20% of the Club's membership; or
- (b) 12 members of the Club.

If it is pointed out to the chairperson that the quorum is not met then the General Meeting will be postponed to the next Game Day.

12. ANNUAL REPORT AND FINANCIAL STATEMENTS

- 12.1 The President shall prepare an Annual Report on the activities of the Club in the previous Club Year. The Report may include sections contributed by other members of the Executive.
- 12.2 The Treasurer shall, as soon as possible after the close of the Club Year and before the Annual General Meeting, prepare the following.
- (a) A statement of financial position showing the assets and liabilities of The Club as at the last day of the previous Club Year.
 - (b) A statement of financial performance for the previous Club Year.
 - (c) A statement of cash flows for the previous Club Year.
 - (d) A proposed budget and fee structure for the new Club Year.

13. THE EXECUTIVE

- 13.1 The conduct and control of the business and affairs of the Club shall be vested in the Executive except as to such matters as are specifically reserved in these Rules for a General Meeting.
- 13.2 The members of the Executive shall not receive any financial recompense or gift or act as a paid agent for The Club.
- 13.3 The Executive shall consist of the following posts:
- (a) President;
 - (b) Secretary;
 - (c) Treasurer; and
 - (d) Two Executive members.
- 13.4 Any officer or other member of the Executive shall be elected by verbal nomination and the nominee's acceptance of such nomination at the Annual General Meeting.

Where two or more candidates are nominated for the position being voted on, a poll will be conducted by way of a show of hands of Members. The person elected to the Executive will be the person who obtains the majority of votes of Members present in person and voting. The poll will be scrutinised by scrutineers, one scrutineer to be nominated by each candidate.

- 13.5 Where a vacancy on the Executive occurs during the course of the Club Year the Executive shall request a member of the Club fill the position.

14. EXECUTIVE MEETINGS

- 14.1 The Executive shall endeavour to meet quarterly on the first Game Day of January, April, July and October at such time and place agreed by the Executive. Additional meetings may be arranged at the discretion of the Executive.

- 14.2 Notice of the date, time and place of any meeting of the Executive is to be given by the Secretary to the Executive at least one week prior to that meeting.
- 14.3 The quorum for a meeting of the Executive is 50% of the current Executive. If it is pointed out to the chairperson that the quorum is not met then the meeting will be postponed to the next Game Day.
- 14.4 Rules governing procedures for executive meetings are to be advised by the Chairperson during the opening of each meeting.
- 14.5 The following substantive business shall be transacted at a meeting of the Executive in the order stated:
- (a) Election of a Chairperson, if the President is absent;
 - (c) Opening of meeting, roll taken and apologies noted;
 - (d) Adoption of minutes of the previous Executive meeting;
 - (e) Matters arising from the minutes of the previous Executive meeting;
 - (f) Reception and consideration of correspondence;
 - (g) General business; and
 - (h) Meeting declared closed.

15. POWERS AND DUTIES OF THE EXECUTIVE

- 15.1 The Executive shall have and is hereby given full and complete power over and control of all business, finance and activities of the Club other than those powers required by the Act, any other statute or by these Rules to be exercised by the Club in General Meeting.
- 15.2 The Executive shall be accountable to the Members for the administration and management of the Club and the implementation of the policies of the Club as approved by any General Meeting.
- 15.3 The Executive may by resolution co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 15.4 The Executive may by resolution appoint subcommittees consisting of such persons (whether or not Members) and for such purposes as it thinks fit, provided that at least one member of the Executive must sit on and chair the subcommittee.
- 15.5 The Executive by resolution from time to time may make and amend regulations, bylaws and policies for the conduct and control of the Club's activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules.
- The Secretary shall at the next Game Day following the making or amending of such regulations, bylaws or policies circulate the same to the Members.
- 15.6 Subject to statute, these Rules and any resolution of members at a General Meeting, the decisions of the Executive on the interpretation of these Rules

and all matters dealt with in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

- 15.7 The Executive shall open and maintain bank accounts in the name of the Club, and all cheques and withdrawal forms shall be signed by an eligible member of the Executive and countersigned by an eligible member of the Executive.
- 15.8 The Executive, may by resolution, invest any surplus funds of the Club in terms of clause 4.1(f).
- 15.9 All money received on account of the Club shall be banked within seven days of being received.
- 15.10 All accounts paid or for payment by the Club shall be submitted to the Executive for approval of payment.
- 15.11 Indemnity for Executive:
 - (a) No officer or member of the Executive shall be liable for the acts or defaults of any other officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful act or omission.
 - (b) The officers and members of the Executive and the Executive shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

16. DUTIES OF OFFICE HOLDERS

- 16.1 The duties of the President shall, without limitation, include the following:
 - (a) To be the President of the Club;
 - (a) To be the Chairperson of any General Meetings and meetings of the Executive;
 - (b) To represent the Club on policy and at any time and place requiring the Club to be represented;
 - (c) To be responsible for the general supervision of the affairs of the Club;
 - (d) To prepare the Annual Plan and Annual Report in consultation with the members of the Executive; and
 - (e) To be a signatory on the Club's accounts.
- 16.2 The duties of the Secretary shall, without limitation, include the following:
 - (a) To be the Secretary of the Club;
 - (b) To keep minute books, correspondence and other such books, papers and records as required by these Rules;
 - (c) To retain an authentic and updated copy of these Rules;

- (d) To file with the Registrar of Incorporated Societies copies of General Meeting Minutes, Financial Records and contacts of the Club as required by the Act;
- (e) To issue notices of General Meetings and Executive meetings;
- (f) To assist the President with the preparation of the Annual Plan and Annual Report;
- (g) To maintain a register of Members recording the name and address of each Member; and
- (f) To sign all items of correspondence from the Club.

16.3 The duties of the Treasurer shall include, without limitation, the following:

- (a) To be the Treasurer of the Club;
- (b) To prepare the Annual Financial Statements for the Annual General Meeting;
- (c) To prepare a six monthly cash flow analysis for the Executive;
- (d) To be a signatory on the Club's accounts; and
- (e) To, with the consent of the President and Secretary, give another member of the Executive power as a signatory on the Club bank account.

16.4 The duties of other members of the Executive shall include:

- (a) To fulfil any roles determined as necessary by resolution of the Executive;
- (b) To assist the President with the preparation of the Annual Plan and Annual Report; and
- (c) To be a signatory on the Club's accounts if required under clause 16.3(e).

17. WINDING UP

17.1 The Society may be wound up in accordance with the provisions of the Act.

17.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be transferred to a non-profit organisation in accordance with Section DJ17 of the Income Tax Act 1994, but no distribution shall be made to any Member or group of Members.

18. REGISTERED OFFICE

The registered office of the Club shall be at such place as the Executive from time to time by resolution determines.

19. COMMON SEAL

19.1 The Common Seal of the Club shall be that seal adopted by resolution of the Executive and recorded in the minute book of the Club.

- 19.2 The Common Seal of the Club shall be kept in the custody of the Secretary.
- 19.3 Documents shall be executed for the Club pursuant to a resolution of the Executive:
- (a) By affixing the Common Seal witnessed by the President or Secretary and countersigned by one other member of the Executive; or
 - (b) Where the document is not required by statute to be executed under common seal, by the President and one other member of the Executive signing on behalf of the Club.

20. CONSTITUTION AND BYLAWS

A Member or prospective Member will be entitled to obtain a copy of these Rules and any regulations, bylaws and policies resolved by the Executive upon request from the Secretary, which are to be supplied by the Secretary free of charge.

21. REPEAL AND SAVING

- 21.1 All Rules previously in force are hereby repealed and these Rules shall henceforth constitute the only Rules of the Club.
- 21.2 All acts of authority that originated under the rules repealed in accordance with clause 21.1 shall endure for the purpose of these Rules as fully as if they had originated under these Rules and accordingly shall, where necessary, be deemed to have been so originated.
- 21.3 These Rules shall come into force upon their registration by the Registrar of Incorporated Societies.