

Constitution rules

Introductory rules

Name

The name of the Society is New Zealand Live Action Roleplaying Society Incorporated (in these **Rules** referred to as the '**Society**').

Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

Definitions

In these **Rules**, words have the meaning set down in the Act. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**President**' means the **National Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'**Committee**' means the **National Committee** or any **Regional Committee** as the case may be,

'**Committee Member**' means any member of the **National Committee** or any **Regional Committee** as the case may be;

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.

'**Interested Member**' means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

‘Interests Register’ means the register of interests of **Committee Members**, including **Committee Members**, kept under these **Rules**.

‘Matter’ means:

- a. the **Society’s** performance of its activities or exercise of its powers; or
- b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

‘National Committee Member’ means a member of the **National Committee** including the **President, Secretary, Treasurer, Marketing Officer** and **Information Technology Officer**.

‘Notice’ to **Members** includes any notice given by post, courier or email.

‘Regional Branch’ means any designated **Regional Branch** created in accordance with these **Rules** for the advancement of the **Society’s** purposes.

‘Register of Members’ means the register of **Members** kept under these **Rules**.

‘Rules’ means the rules in this document.

‘Secretary’ means the **National Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **National Committee** meetings.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Treasurer’ means the **National Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Purposes

The primary purposes of the **Society** are to:

- to encourage and promote in New Zealand the organisation and playing of all genres of live action role-playing games without restriction.

- to hold activities and workshops to develop skills, props and costume for live action role-playing games.
- to promote new and existing live action role-playing games.
- to share and distribute knowledge of live action role-playing games, rules, methodology, best practices, and all other subjects of interest to the live action roleplaying community.
- to do all things as are incidental or conducive to the attainment of the above aims and purposes.

The **Society** must not operate for the purpose of, or with the effect of:

- any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law; or
- returning all or part of the surplus generated by the **Society's** operations to **Members**, in money or in kind; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Society** or otherwise).

But, the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- engages in trade,
- for matters that are incidental to the purposes of the **Society**, pays a **Member** of the **Society** that is the trustee of a trust that is not, carried on for the private pecuniary profit of any individual,
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms),
- pays any **Member** interest at no more than current commercial rates on loans made by that **Member** to the **Society**; or

- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.

No **Interested Member** is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Interested Member** of any income, benefit, or advantage.

Any payments made to an **Interested Member** must be for goods and services that advance the **Society's** purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

Act and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

Registered office

The Registered Office of the **Society** shall be at such place in New Zealand as the **National Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the **Act**.

Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- At least 18 years of age, and
- A **Committee Member**, and
- Ordinarily resident in New Zealand.

One of the **Society's** contact people shall be the Secretary.

A contact person can be appointed by the **National Committee**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

Power to borrow money

The **Society** does not have the power to borrow money.

Other powers

In addition to its statutory powers, the **Society** may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- use its funds to pay the costs and expenses to advance or carry out its objects,
- employ or contract with such people as may be appropriate, and
- invest in any investment.

Members

Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Member:** A **Member** is an individual admitted to membership under these Rules and who or which has not ceased to be a Member.
- **Life Member:** A Life **Member** is a person honoured for highly valued services to the **Society** elected as a Life **Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting. A Life **Member** shall have all the rights and privileges of a **Member** and shall be

subject to all the same duties as a **Member** except those of paying subscriptions.

- **Honorary Member:** An Honorary **Member** is a person honoured for services to the **Society** or in an associated field elected as an Honorary **Member** by resolution of a General **Meeting** passed by a two-thirds majority of those present and voting. An Honorary **Member** has no membership rights, privileges or duties.

Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**.

Becoming a member: process

An applicant for membership must complete any application form as may be reasonably required by the **National Committee** regarding an application for membership.

The **National Committee** may accept or decline an application for membership. The **National Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).

Members' obligations and rights

Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

All **Members** (including **Committee Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

All **Members** (including **Committee Members**) shall adhere to the **NZLARPS Code of Conduct**.

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or Life **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, including any conditions of and fees for such access or use.

A **Member** is entitled to request access to personal information that the **Society** holds about them, as described in Principle 6 of the Privacy Act 2020.

Subscriptions and fees

Adjustments to the annual subscription and any other fees for membership shall be set by resolution by Members at a **General Meeting**.

Membership shall be valid for one calendar year from the date payment of the subscription is received by the Society.

Ceasing to be a member

A **Member** ceases to be a **Member**:

- on death; or
- by resignation from that **Member's** class of membership by notice to the **Secretary**; or
- on expiry of the period of membership for which subscription has been paid, unless renewed; or
- on termination of a **Member's** membership under these Rules with effect from (as applicable):
 - the date of death of the **Member**; or
 - the date of receipt of the notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation); or
 - the date the membership period expires, unless renewal has occurred; or
 - the date of termination of membership under these **Rules**; or
 - the date specified in a resolution of the **National Committee**.

If a **Member** is found to be in significant and / or repeated breach of the **NZLARPS Code of Conduct**, this may be considered as reasonable grounds for the suspension or termination of the **Member's** membership.

Obligations on resignation

A **Member** who resigns or whose membership is terminated under these **Rules**:

- remains liable to pay all outstanding fees due to the **Society**,
- shall cease to hold themselves out as a Member of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

Becoming a member again

Except as outlined in this rule, any former **Member** may apply for re-admission in the manner prescribed for new applicants.

But, if a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **National Committee**.

General meetings

Procedures for all general meetings

The **National Committee** shall give all Members at least 15 **Working Days' Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

The **General Meeting** and its business will not be invalidated simply because one or more **Members** did not receive the **Notice** of the **General Meeting**.

All **Members** may attend and speak at **General Meetings**.

Written resolutions may not be passed in lieu of a **General Meeting**.

General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

Procedures for all general meetings: voting

A **Member** in attendance at a **General Meeting**, in person or online, is entitled to exercise one vote on any motion. Voting shall be by voices, show of hands, electronic voting, or a combination of the above, as determined by the meeting Chair.

Proxy votes are not accepted.

Unless otherwise required by this **Constitution**, all motions shall be decided by a Simple Majority of **Members** in attendance at the **General Meeting**.

In the event of an equality of votes for or against a motion or amendment at a **General Meeting**, the person chairing the meeting shall exercise a casting vote.

Procedures for all general meetings: quorum

No **General Meeting** may be held unless at least 10 eligible **Members** attend. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person shall be deemed to constitute a sufficient quorum.

Any decisions made when a quorum is not present are not valid.

Procedures for all general meetings: chairing

All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Meeting** shall elect another **Committee Member** to chair that meeting.

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote

Any person chairing a **General Meeting** may:

- With the consent of that **General Meeting** adjourn the **General Meeting** 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.
- Direct that any person not entitled to be present at the **Meeting**, obstructing the business of the **Meeting**, behaving in a disorderly manner, being abusive,

or failing to abide by the directions of the chairperson be removed from the **Meeting**, and

- In the absence of a quorum or in the case of emergency, adjourn the **Meeting** or declare it closed.

Minutes

The **Society** must keep minutes of all **General Meetings**.

Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **National Committee** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following:

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

Refer to *Election of committee members* for more information around running an **Annual General Meeting**.

Annual General Meetings: business

The business of an **Annual General Meeting** shall be to:

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- elect the **Committee** for the next year,
- consider any motions,
- consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information:

- an annual report on the affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

Special General Meetings may be called at any time by the **National Committee** by resolution.

The **National Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 20 per cent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The **Rules** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **National Committee's** resolution or the written request by **Members** for the Meeting.

Committees

National committee composition

The **National Committee** will consist of 5 **National Committee Members** who are:

- **Members**; and
- natural persons; and
- not disqualified by these **Rules** or the **Act**.

The **Committee** will include:

- a **President**,
- a **Secretary**,
- a **Treasurer**,

- a **Marketing Officer**, and
- an **Information Technology Officer**.

Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

Powers of the committee

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

Committee meetings

Procedure

The quorum for **Committee Meetings** is at least half the number of **Committee Members**.

A meeting of the **Committee** may be held either:

- by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Committee Member** on the **Committee** shall have one vote.

The **President** shall act as the chairperson of the Committee. If at a meeting of the **Committee**, the chairperson is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson

does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

Frequency

Each **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

Committee members

Qualifications of committee members

Every **Committee Member** must be a natural person who:

- has consented in writing to be a **Committee Member** of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as a **Committee Member** of the **Society**.

Committee Members must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as a **Committee Members** of the **Society**, namely:

- a. a person who is under 16 years of age,
- b. a person who is an undischarged bankrupt,
- c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- d. a person who is disqualified from being a member of the **Committee** of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 1. an offence under subpart 6 of Part 4 of the **Act**

2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 3. an offence under section 143B of the Tax Administration Act 1994,
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3),
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- f. a person subject to:
1. a banning order under subpart 7 of Part 4 of the **Act**; or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- g. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the new Incorporated Societies Act.
- h. Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the **Committee**.

Prior to election or appointment as a **Committee Member** a person must:

- consent in writing to be a **Committee Member**, and
- certify in writing that they are not disqualified from being elected or appointed as a **Committee Member** either by this Constitution or the **Act**.

Note that only a natural person may be a **Committee Member** and each certificate shall be retained in the **Society's** records.

Committee members' duties

At all times each **Committee Member**:

- a. shall act in good faith and in what they believe to be the best interests of the **Society**,
- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or these **Rules**,
- d. when exercising powers or performing duties as a **Committee Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, the position of the **Committee Member** and the nature of the responsibilities undertaken by them,
- e. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- f. must not agree to the **Society** incurring an obligation unless they believe at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Election of committee members

Committee Members shall be elected by remote ballot in accordance with the procedures for giving **Notice**:

- a. At least 20 **Working Days** prior to the **General Meeting**, the **National Committee** shall:
 - a. Set the **Annual General Meeting** date for elections to the **Committee**, and
 - b. Appoint a **Returning Officer** for the elections to the **Committee**;
- b. At least 20 **Working Days** prior to their respective **General Meeting** the **Committee** shall give **Notice** to all **Members** calling for nominations for **Committee** positions requiring to be filled, and such **Notice** shall include a nomination form and shall specify the date such nominations must be in the hands of the Returning Officer appointed above, such date being at least 10 **Working Days** after calling for nominations and not less than 5 **Working Days** prior to the respective **General Meeting**.

- c. The failure for any reason of any **Member** to receive such **Notice** shall not invalidate the election.
- d. A candidate's written nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** (as described in the 'Qualification of committee members' rule above).
- e. After the call for nominations has closed, and at least 4 **Working Days** prior to the **General Meeting** the **Committee** shall give **Notice** to all **Members** of the nominations received for **Committee** positions and forwarding a voting form for the election. Such a voting form shall:
 - a. specify the latest date it must be in the hands of the Returning Officer appointed by the **Committee** to be counted as a valid vote (not more than one clear day before the **General Meeting**).
 - b. include provisions for votes for a candidate, abstentions and votes of no-confidence.
- f. At the **General Meeting**, for each **Committee** position the Returning Officer will announce the result of the election per the following:
 - a. in the event of the vote of no confidence receiving a higher number of votes than any candidate, the Returning Officer will declare that position unfilled; or
 - b. in the event the candidate polling the highest number of votes and more than the vote of no confidence, the Returning Officer shall declare the candidate elected; or
 - c. in the event the vote being tied the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).

Committee Members for:

- the **National Committee** will be declared at the **Annual General Meeting**, and
- a **Regional Committee** will be declared at their **Regional Annual General Meeting**.

For a **Regional Annual General Meeting**, the election of **Regional Committee Members** shall follow the same procedures as the election of the **National Committee**.

Term

The term of office for all **Committee Members** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.

No **Committee Member** shall serve for more than 5 consecutive terms in the same role.

Removal of committee members

A **Committee Member** shall be removed as a **Committee Member** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society**:

- The **Committee Member** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- The **Committee Member** has brought the **Society** into disrepute.
- The **Committee Member** has failed to disclose a conflict of interest.
- The **Committee** passes a vote of no confidence in the **Officer**.

With effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

Cessation of committee membership

A **Committee Member** shall be deemed to have ceased to be a **Committee Member** if that person ceases to be a **Member** by reason of resignation, or if that person does not renew their membership within 20 **Working Days** of receiving notification that it has lapsed.

Each **Committee Member** shall within 20 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Society** held by such former **Committee Member**.

Filling committee casual vacancies

A **Committee** may appoint a **Member** to fill a vacancy in that **Committee** by a simple majority vote of no less than 3 **Committee Members** at a **Committee Meeting**, provided that:

- A request for expression of interest in the role is provided to the **Society** at least 10 **Working Days** prior to the **Committee Meeting**.
- Any **Members** considered for the role have expressed their interest in the role in a public forum of the **Society** at least 5 **Working Days** prior to the **Committee Meeting**.

Any member so appointed shall (except in the case of resignation, death, expulsion, absence or removal from office) hold office until election of successors to office at the next Annual General Meeting together with the rest of the Committee but all or any of the retiring Committee shall be eligible for re-election.

Powers of the committee

Subject to these **Rules** and any resolution of any **General Meeting** the **Committee** may:

- exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and
- enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, employee, or other person.

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

General issues

Each **Committee** may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** meeting.

Other than as prescribed by the **Act** or these **Rules**, each **Committee** may regulate its proceedings as it thinks fit.

Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **National Committee** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these Rules shall be final and binding on all **Members**.

Conflicts of interest

A **Committee Member** or a member any **Committee** who is an **Interested Member** in respect of any matter being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- a. to the **National Committee** and any **Regional Committee** if required; and
- b. in an **Interests Register** kept by the **National Committee**.

Disclosure must be made as soon as practicable after the member of any **Committee** becomes aware that they are interested in the matter.

A member of any **Committee** who is an **Interested Member** regarding a matter:

- a. must not vote or take part in the decision of that **Committee** relating to the matter; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c. may take part in any discussion of that **Committee** relating to the matter and be present at the time of the decision of that **Committee** (unless the **Committee** decides otherwise).

But, a member of the **Committee** who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of **Committee Members** are prevented from voting on a matter because they are interested in that matter, a **Special General Meeting** must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-Committee are prevented from voting on a matter because they are interested in that matter, the **Committee** shall consider and determine the matter.

Regional branches

Creation of regional branches

In order to better facilitate the achievement of the Society's purpose from time to time the **National Committee** may, by written resolution, establish a **Regional Committee** who shall, in respect of a geographical **Region** of New Zealand as outlined and determined by the **National Committee**, have delegated authority to

carry out the advancement of the **Society's** purposes and the implementation of resolutions approved by any **General Meeting** held by the **Members** of that **Region**.

A **Region** may only be created if the **Members** of the **Region** meet the following criteria:

- The number of **Members** who are associated with that **Region** meets the minimum requirements for the **Society** as set out in these **Rules**;
- On the recommendation of the **National Committee** the majority of eligible **Members** associated with that **Region** confirm their preference for the creation of a **Region** via a **General Meeting**.
- The Regional Branch will be bound by the Constitution of the Society and Society procedures regarding project and affiliate status, and financial reporting.
- The Regional Branch will hold **Regional Annual General Meetings** and elect a Regional Committee.
- The Regional Branch will be responsible for the keeping of its own accounts and the Regional Treasurer will work with the National Treasurer for the preparation of the annual accounts.

Disestablishment of regional branches

A **Regional Branch** may be disestablished at a **General Meeting**, if a majority of eligible **Members** associated with that **Region** confirm their preference for the disestablishment of the **Regional Branch** and the **National Committee** shall become directly responsible for that **Regional Branch's** assets.

Regional committee composition

Each **Regional Committee** will consist of 3-7 **Regional Committee Members** who are:

- **Regional Branch Members**; and
- natural persons; and
- not disqualified by these **Rules** or the **Act**.

Each **Regional Committee** will include at least:

- a **Regional Director**; and
- a **Regional Secretary**; and

- a **Regional Treasurer**.

Each **Regional Committee** will optionally include:

- a **Regional Gear Officer**; or
- a **Regional Marketing Officer**; or
- up to 2 **General Officers**.

A **Regional Committee**, at a **Regional Annual General Meeting**, may create regional bylaws permitting them to create and fill additional General Officer positions to ensure geographic diversity.

Unless otherwise specified in these **Rules**, each **Regional Committee** shall be subject to the same obligations, criteria, restrictions, and **General Meetings** as outlined above in respect of 'the **National Committee**'.

Only members of a **Regional Branch** may vote on motions concerning that **Regional Branch**.

Records

Register of members

The **Society** shall keep an up-to-date Register of Members.

For each current **Member**, the information contained in the Register of Members shall include:

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including:
 - An electronic address, and
 - A telephone number;
 - The **Regional Branch** of the **Member** based on their physical address

Every **Member** shall promptly advise the **Secretary** of any change of their contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

Interests register

The **National Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Committee Members**.

Access to register of members

With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request:

- provide the information; or
- agree to provide the information within a specified period; or
- agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information; or
- refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its **Members**; or

- c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**; or
- d. the information is not relevant to the operation or affairs of the **Society**; or
- e. withholding the information is necessary to maintain legal professional privilege; or
- f. the disclosure of the information would, or would be likely to, breach an enactment; or
- g. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or
- h. the request for the information is frivolous or vexatious; or
- i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society**:

- a. that the **Member** will pay the charge; or
- b. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

Control and management

The funds and property of the **Society** shall be:

- controlled, invested and disposed of by the **National Committee**, subject to these **Rules**, and
- devoted solely to the promotion of the objects and purposes of the Society.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 5 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

The **Committee** must ensure that there are kept at all times accounting records that:

- a. correctly record the transactions of the Society, and
- b. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
- c. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

Balance date

The **Society's** financial year shall commence on 01/09 of each year and end on 31/08 (the latter date being the **Society's** balance date).

Regional bank accounts

Subject to the **Rules** and the **Act**, each **Regional Committee** shall have the same powers as the **National Committee** in respect of any bank account assigned to that specific **Regional Branch**, on terms authorised by the **National Committee** by way of written resolution but such authority shall always be subject to the oversight of the **National Committee**.

Society projects

A **Project** shall be:

- a. an event, a series of events, or other collection of work such as a publication wholly owned by the **Society**.

- b. a **Project** of the **Society** as a whole while the events that make up the **Project** shall be under the auspices of the **National Committee** or **Regional Committee** of the **Regional Branch** in which the event is held.
- c. managed by a **Project Sub-committee** consisting of one or more **Members** and reporting to the **Committee**. Within which there must be designated a **Project Leader** and a **Project Treasurer**.

The **Project Sub-committee** shall provide to the **Regional Committee** a minimum of the following information:

- a. A project definition and scope, giving details of what events are planned, what fees are to be charged, whether the event(s) are members-only or public, and what Society resources (equipment, funds) are required.
- b. If funds are requested, then there should also be a document detailing the expected upfront costs, ongoing costs, income, and expected final account balance.
- c. Receipts must be provided for any **Society** funds granted to the project.
- d. A final account must be provided by the **Project Treasurer** to the **Society Treasurer** at regular intervals (usually, after every event) detailing any profit and loss.

If the **Project** requests any Society resources (equipment, funds) then this shall be decided by **Committee** vote, after having seen the **Project Definition** document.

In the case of **Projects** organising multiple events, the original **Project Definition** can be resubmitted along with details of the new resource request.

Requests for

- a. Use of **Society** equipment may be decided at the discretion of the **Regional Gear Officer**. But, any decision so made may subsequently be overridden by the **Committee**.
- b. Finances must always be agreed by the **Committee**. Any profits made by the **Project** or the events organised by the project shall revert to the **Society** account.

The **Project Sub-committee** for any project has the right to exclude any person from participating in that project for any reason they see fit, however they may not exclude anyone for reasons that would be unlawful under the Human Rights Act 1993.

The **Project Sub-committee** agrees to abide by any ruling made by the national committee in regards to disciplinary actions the Society has undertaken.

The **Society** reserves the right to decline any requests for resources a **Project** makes if:

- a. the **Project** is found to be in breach of the intents and rulings of the **Society**;
or
- b. taken action that would bring the **Society** into disrepute.

Affiliated Organisations

An **Affiliated Organisation** is any organisation with which the **Society** has a mutually beneficial agreement. Terms of the agreement may include, but are not limited to:

- a. discounts for **Society Members** for **Affiliated Organisation** events; or
- b. discounts for **Society Members** for purchases of goods or services; or
- c. promotion of the **Affiliated Organisation** in the **Society** newsletter, or at events; or
- d. advertising on web sites (of either organisation); or
- e. loan of equipment and props (in either direction); or
- f. assistance with knowledge, experience, organisational work.

But, an **Affiliated Organisation** will not be given financial assistance.

Any Affiliation agreement will be voted on by the **Committee** before taking effect.

The **Affiliated Organisation** must be in some way connected to the goals of the **Society**.

The **Society** reserves the right to remove affiliation from any organisation if:

- a. the **Organisation** is found to be in breach of the intents and rulings of the **Society**; or
- b. taken action that would bring the **Society** into disrepute.

Dispute resolution

Meaning of dispute and complaints

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons:

- a. 2 or more **Members**
- b. 1 or more **Members** and the **Society**
- c. 1 or more **Members** and 1 or more **Committee Members**
- d. 2 or more **Committee Members**
- e. 1 or more **Committee Members** and the **Society**
- f. 1 or more **Members** or **Committee Members** and the **Society**.

The disagreement or conflict relates to any of the following allegations:

- a. a **Member** or a Committee Member has engaged in misconduct
- b. a **Member** or a Committee Member has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- c. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- d. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or a **Committee Member** may make a complaint by giving to the **Committee** a notice in writing that:

- a. states that the **Member** or **Committee Member** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- b. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c. sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or a **Committee Member** by giving to the **Member** or **Committee Member** a notice in writing that:

- a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- b. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

1. A **Member** or a **Committee Member** may make a complaint by giving to the **Committee** a notice in writing that:
 - a. states that the **Member** or **Committee Member** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or a **Committee Member** by giving to the **Member** or **Committee Member** a notice in writing that:
 - a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

Person who makes complaint has right to be heard

1. A **Member** or a **Committee Member** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint:
 - a. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. a **Committee Member** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Committee Member**, or **Society** may be given the right to be heard, they must be taken to have been given the right if:
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the **Member's**, **Committee Member's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, a **Committee Member**, or the **Society** (the 'respondent'):
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this **Act**; or
 - c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, a **Committee Member** may exercise the right on behalf of the **Society**.

4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if:

- a. the complaint is considered to be trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a **Member** or a **Committee Member** has engaged in material misconduct:
 - ii. that a **Member**, a **Committee Member**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**:
 - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:

- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- f. there has been an undue delay in making the complaint.

Society may refer complaint

1. The **Society** may refer a complaint to:
 - a. an external person to investigate and report; or
 - b. an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision Makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** consider that there are reasonable grounds to believe that the person may not be:

- a. impartial; or
- b. able to consider the matter without a predetermined view.

Liquidation and Removal From the Register

Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

Resolving to apply removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

Surplus assets

If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the winding up or liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets after payment of all debts, costs and liabilities shall be vested in any not for profit entity whose purpose is to promote roleplay or creative theatre anywhere in New Zealand.

Alterations to the Constitution

Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a two thirds majority of those **Members** present and voting.

Any **Member** may propose a motion to amend or replace these **Rules**. This proposal must be given in writing to the **Secretary** at least 10 **Working Days** before the **General Meeting** at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 5 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration and shall take effect from the date of registration.

No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal financial gain to any individuals. 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.

Common seal

The common seal of the **Society** must be kept in the custody of:

A National Committee Member

The common seal may be affixed to any document:

- a. by resolution of each **Committee**, and must be countersigned by 2 **Committee Members** or by 1 **Committee Member** and the **President**
- b. by such other means as the **Committee** may resolve from time to time.

Bylaws

The **National Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act**, or these **Rules**.

Schedules

Schedule 1 - Transitional Provisions

Transitional period

The transition period shall commence on the day this **Constitution** comes into effect (Commencement Date) and end on the day following the 2026 **Annual General Meeting** (End Date).

Members

As at the Commencement Date, members of the **Society** prior to the Commencement Date shall remain **Members** until their expiry date as per the previous **Rules** unless their membership is renewed or cease to be **Members**.

Regional branches

As at the Commencement Date, the **Regional Branches** of the **Society** prior to the Commencement Date includes:

- Auckland– this covers the entirety of those parts of New Zealand north of Lake Taupō;
- Wellington – this covers the entirety of those parts of the North Island of New Zealand south of Lake Taupō and
- South Island – this covers the entirety of the South Island of New Zealand.

Committee members

As at the Commencement Date, the **Society** retains the last elected or appointed **National Committee Members** and **Regional Committee Members** until the end of their term.

Subscriptions and fees

As of the Commencement Date, the annual subscription and any other fees shall be set as per the annual subscription and fees for the current financial year under the previous **Rules**.

After the end date of the transitional period

The **Society** will follow the **Rules** and **Procedures** as set out in this **Constitution**.