

CONSTITUTION

OF THE

NEW ZEALAND LIVE ACTION ROLE PLAYING SOCIETY INCORPORATED

1. NAME

The name of the Society hereinafter referred to as "the Society" is the NEW ZEALAND LIVE ACTION ROLE PLAYING SOCIETY INCORPORATED. This may be abbreviated to NZLARPS Inc.

2. PURPOSES

The purposes for which the Society is established are:

- (a) To encourage and promote in New Zealand the organisation and playing of all genres of live action role-playing games without restriction.
- (b) To hold activities and workshops to develop skills, props and costume for live action role-playing games.
- (c) To promote new and existing live action role-playing games.
- (d) 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 role-playing community.
- (e) To do all things as are incidental or conductive to the attainment of the above aims and purposes.

3. SCOPE OF POWERS

The Society shall be given the widest possible powers to do all things that may be necessary in the pursuance of the Society's purposes:

- (a) *[Repealed]*
- (b) To use the funds of the Society as the Society may consider necessary or proper in payment of the costs and expenses of furthering or carrying the purposes of the Society. Where financial commitment exceeds seven thousand New Zealand dollars (NZ\$7,000) all such actions must be approved by the National Committee or regional AGM/SGM. In cases of conflict, the SGM/AGM vote prevails.
- (c) To open and operate bank accounts of whatever nature or description.

- (d) To promote branches of the Society at such places and localities as may from time to time be decided and to assist such branches either financially or otherwise.
- (e) To assist any charity or charitable purpose by such financial or other means as the Society may deem fit. The amount may not exceed Five Hundred New Zealand dollars (NZ\$500) without AGM/SGM approval.
- (f) To borrow by any means and upon such conditions as the Society may deem fit, the total amount of borrowing not to exceed Two Thousand New Zealand dollars (NZ\$2,000) without AGM/SGM approval.

4. CLASSES OF MEMBERS

- (a) The Society shall consist of two classes of members. They are individual members and committee members.
- (b) Individual members are those who support or are interested in any manner with the aims and purposes of the Society. They may vote at the AGM/SGM.
- (c) Committee members are those members who have been duly elected to serve on the Regional or National committee. They may vote at the AGM/SGM and in their respective committee meetings.

5. MEMBERSHIP APPLICATION

The National committee reserves the right to refuse any membership application if so voted at a National Committee meeting. In this case any membership fees already paid shall be refunded when the membership is revoked.

6. ANNUAL SUBSCRIPTIONS

The operational year shall commence on the date of the AGM, which shall be in September of every year.

Every member shall forthwith upon becoming a member of the Society and annually thereafter on or before the anniversary of their becoming a member of the society pay to the society an annual subscription, the amount of which as from time to time to be fixed by resolution in a national committee meeting. Revenue from Membership fees shall go to the

National Body and be distributed as the National Committee deems appropriate. Students and beneficiaries shall be entitled to pay a reduced annual fee - the amount of which shall be decided from time to time by resolution in a national committee meeting - on production of proof of their status at the time of paying the fee.

Other sources of income include, but are not limited to,

1. Subscription fees
2. Business income
3. Donations
4. Commission income
5. Interest on funds
6. Grants from trusts and organizations
7. Profits from Society events
8. Advertisements in the Society newsletter or on the website

7. FAILURE TO PAY SUBSCRIPTIONS OR LEVIES ETC

Any member whose subscription whether annual or otherwise levy or other contribution is in arrears and unpaid on the due date thereof shall deem to have resigned from their membership on the date of expiry but without releasing them or it from any antecedent liability.

8. RESIGNATION OF MEMBERS

Any member may resign from their membership by giving the secretary notice in writing to that effect and every such notice shall unless otherwise expressed take effect as from the end of the next year then current but then the member shall be liable to pay whatever subscription as may be due up to the current operational year in which such resignation takes effect.

9. EXPULSION OF MEMBERS

The National Committee may at any time by written notice invite any member within a specific time to retire for breach by them of the Rules and/or regulations and by-laws of the Society, or for bringing the Society into disrepute, and in default of such withdrawal to submit the question of their expulsion to a National Committee Meeting and at such meeting the member whose expulsion is under consideration shall if they appear be allowed to offer an explanation verbally and/or in writing and if thereupon two-thirds of the members present shall vote for their expulsion they shall forthwith without releasing them from any antecedent

liability to the Society cease to be a member provided that the voting at any such meeting shall be by ballot if so desired by any member of the National Committee.

- (a) A former member who has withdrawn after being invited to do so under this section, or who has been expelled, may not
 - (i) be given access to society resources; or
 - (ii) attend any meeting, event, or Project of the Society.
- (b) The prohibitions of clause (a) above may be waived by the National Committee subject to such conditions as it sees fit.

10. CODE OF CONDUCT

- (a) The national and regional committees retain the right to take disciplinary actions against any attendee of a project of the Society for any breach of the following expected level of conduct:
 - (i) Financial: Attendees and organisers of any NZLARPS project are expected to pay all game fees and debts related to larping activities promptly.
 - (ii) Legal: Attendees and organisers of any NZLARPS project are required to abide by all New Zealand laws, and any local by-laws while participating in projects of the Society in any way.
 - (iii) The Public: Attendees and organisers of projects are expected to treat the public with respect, do their best to show the Society in a good light and to not bring the Society into disrepute.
 - (iv) Venues: Attendees and organisers are expected to look after the venues, abiding by all rules, avoiding damage to buildings and the environment and clean as required.
 - (v) Behaviour: Attendees and organisers will treat each other with respect, including respecting each other's privacy and avoiding discrimination, sexual harassment, bullying and personal attacks.
 - (vi) Health and Safety: Project owners are expected to take all reasonable care to look after the safety and well-being of their attendees. Attendees are expected

to assist in this by notifying project owners of any known issues or conditions, and by not placing themselves in dangerous situations or endangering others.

(vii) Children: Project owners and adult attendees will take special care of attendees aged under 16 years. They will respect young people's right to personal privacy at all times especially in regards to sleeping, changing of clothing, bathing and ablutions. Where reasonably possible young attendees will not be left alone with adults other than their parents or legal guardians, they will remain within sight of at least two adults. Attendees will take care not to provide alcohol or cigarettes to people who are under age.

(b) Such disciplinary action may include:

- (i) a requirement that future attendance at any Project be subject to a plan for managing or mitigating any risk of a future breach of the Code of Conduct. Such a plan must be approved by that Project's subcommittee, and by the relevant regional committee; and/or
- (ii) in serious cases, expulsion from the Society in accordance with section 9.

11. NO PECUNIARY GAIN

Both National and Regional Committee members hold unpaid posts, except as stated below.

- (a) No member of the Society shall receive or obtain any pecuniary gain from the property or operations of the Society provided that this Rule does not prevent the payment of reasonable expenses or remuneration to employees of the Society as the Committee shall decide for services rendered or work performed.
- (b) Notwithstanding anything to the contrary in these Rules contained, in the event that any member shall have received or obtained any pecuniary gains whether as an employee or otherwise under para. (a) above, that member shall not be entitled to vote in respect of such matters.

12. FORMATION OF REGIONAL BRANCHES

From time to time, at the discretion of the National Committee, a regional branch of the Society may be formed to facilitate the administration of the Society's activities for a given region. The Regional Branches shall be formed as thus:

- (a) The region must define its geographical boundaries and demonstrate a volume of activity within it that requires, or will soon require, the presence of its own administrative body to act on behalf of the Society.
- (b) The Regional Branch must have 15 members.
- (c) The Regional Branch will be bound by the Constitution of the Society and society procedures regarding project and affiliate status, and financial reporting.
- (d) The Regional Branch will hold Regional Annual General Meetings as set out in Sections 13, 14 and 15 and elect a Regional Committee as detailed in Section "Appointment and Removal of Committee"
- (e) 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."

13. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held once a year upon the date and at the time and place to be fixed by the President or in their default absence or inability the Committee for the following purposes:

- (a) To receive from the Committee a report balance sheet and statement of account for the preceding year and an estimate of the receipts and expenditure of the current year prepared in accordance with good accounting practice.
- (b) To receive from the Committee a report of the activities conducted by the Society for the preceding year.
- (c) To fill the vacancies in the Committee for the ensuing year.
- (d) To decide on any resolution which may be duly submitted to the meeting.

14. PROCEDURE AT ANNUAL GENERAL MEETINGS

- (a) At all Annual General Meetings the President and in their absence any other duly elected Chairperson shall take the chair and every member shall be entitled on every motion to one vote exercising in person and in the case of equality of votes the Chairperson shall have the casting as well as a deliberative vote.
- (b) The mode of voting on all resolutions (other than elections) at all Annual General Meetings shall be by voices or if the Chairperson or one half of the other members present should require by a show of hands.
- (c) The mode of voting on all elections at the General Meetings shall be by secret ballot for which purpose a returning officer and a sufficient number of assistants and scrutineers shall be appointed at the meeting.
- (d) There shall be no provision for proxy votes
- (e) For Members of the Society who are eligible to vote at an AGM or SGM but who will not be attending for any reason, a provision shall be made for distance voting whereby the voting forms will be made available at a pre-advertised time electronically and they must within an advertised time frame be returned to a pre-determined email address to be counted by the scrutineers.
- (f) A member shall be eligible to vote in a Regional AGM if that member's primary place of Residence – that listed on the membership roll – lies within the area covered by that regional committee.

15. ANNUAL GENERAL MEETING QUORUM

At all Annual General Meetings thirty (30) per cent of the total number of members present of the Society shall constitute a quorum. Members who have cast votes electronically shall be counted towards the quorum. No business shall be transacted unless a quorum is present. If within half an hour from the time appointed for the General Meeting a quorum is not present it shall stand adjourned to the same place and time seven (7) days later and if at such adjourned meeting a quorum be not present those members present shall form a quorum and may transact the business for which the meeting was called.

16. SPECIAL GENERAL MEETING

The Committee may at any time for any special purpose call a Special General Meeting and the Committee shall also do so upon the request in writing of not less than twenty (20) per cent of the total number of members of the Society. Such request shall state the business for which the meeting is requested and be handed to the Secretary who shall call for a Special General Meeting within twenty-one (21) days thereafter.

17. NOTICE OF BUSINESS

At least fifteen (15) clear days before the Annual and Special General Meeting notice thereof stating the business to be transacted thereat shall be sent to every member.

18. PROCEDURE AT SPECIAL GENERAL MEETINGS

- (a) At all Special General Meetings the President and in their absence any other duly elected Chairperson shall take the chair. Every member shall be entitled on every motion to one vote in person and in case of equality of votes the Chairperson shall have the casting vote as well as a deliberate vote.
- (b) The mode of voting on all questions at all Special General Meetings shall be by voices or if the Chairperson or one-half of the other members present shall require by a show of hands.

19. SPECIAL GENERAL MEETINGS QUORUM

At all Special General Meetings twenty (20) per cent of the total number of members of the Society shall constitute a quorum. Members who have cast votes electronically shall be counted towards the quorum. No business shall be transacted unless a quorum is present.

20. STRUCTURE OF NATIONAL COMMITTEE

The committee shall consist of five (5) members, comprising of a President, Treasurer, Secretary, Marketing Officer, and an Information Technology Officer.

President

The President of the society shall be responsible for overall running of society, promoting the vision of the society, chair committee meetings, work for consensus in the committee, cast deciding vote in case of ties, attend meetings as society representative, liaising with all regional directors to coordinate the workings of the Society across New Zealand, managing matters related to the core function of the society, the first point of contact for those wishing to contact the society.

Secretary

Maintain the national membership database. Keep all club correspondence in an organised fashion. Send letters as required. Send reminders of meetings to committee members. Take minutes at meetings and distribute to committee members. Communicate decisions made by committee to members.

Treasurer

Responsible for society finances. Keep general ledger to track society expenditure and income. Pay all society accounts. Bank money received. Advise on availability of funds for projects and committee initiatives. Distribute budgets to project owners and receive repayments. Pass accounts to society accountant to be registered with the government. Present financial report of current position at committee meetings.

Marketing Officer

Identify online and offline communities. Devise strategies by which to promote larp games and events to these communities, with a view to recruiting new players into larping and potentially into joining NZLARPS. Coordinate marketing campaigns.

Information Technology Officer

Coordinate the creation and maintenance of information technology resources for the society such as the society's website, online forum, communications technology for meetings, and the enablement of projects via information technology.

Each position must be held by a separate individual.

21. STRUCTURE OF REGIONAL COMMITTEE

A Regional committee shall consist of between five (5) and seven (7) members, comprising of a Regional Director, Regional Treasurer, Regional Secretary, Regional Equipment Officer, Regional Marketing Officer, and up to two (2) other general Committee members if the Regional Branch chooses to include them.

Regional Director

Responsible for overall running of committee and society for the region. Promote the vision of the society, chair committee meetings, work for consensus in the committee. Attend meetings as regional representative of the society. Co-ordinate with other regional directors and Society President to ensure cooperation across the country in advancing the aims and visions of the society.

Regional Secretary

Keep all club correspondence in an organized fashion. Send letters as required. Send reminders of meetings to committee members. Take minutes at meetings and distribute to committee members. Communicate decisions made by committee to members.

Regional Treasurer

Responsible for society finances. Keep general ledger to track society expenditure and income. Pay all society accounts. Bank money received. Advise on availability of funds for projects and committee initiatives. Distribute budgets to project owners and receive repayments. Pass accounts to society accountant to be registered with the government. Present financial report of current position at committee meetings.

Regional Equipment Officer

Responsible for society-owned equipment. Organize for equipment to be stored, cleaned, repaired, and made available for project events. Keep records of where equipment is kept. Advise committee and project owners on what equipment is likely to be useful to current and future projects. Facilitate equipment workshops with project owners. Suggest equipment purchases. Report on state of equipment to committee.

Regional Marketing Officer

Identify online and offline communities. Devise strategies by which to promote larp games and events to these communities, with a view to recruiting new players into larping and potentially into joining nzLARPS. Coordinate marketing campaigns.

Regional General Officer x 2

Can take up responsibilities as required.

Each position must be held by a separate individual.

21A. REGIONAL REPRESENTATION

In addition to the positions specified in section 21 above, a region, at an SGM or AGM, may create regional bylaws permitting them to create and fill additional general officer positions to ensure geographic diversity.

22. APPOINTMENT AND REMOVAL OF COMMITTEE

- (a) At every National Annual General Meeting the Society shall elect a National Committee consisting of a President, Treasurer, Secretary, Marketing Officer and Information Technology Officer who shall hold office until resignation expulsion suspension or removal from office or election of successors to office. In the event of someone being elected to multiple National positions, they must choose which one to retain and the others filled by the next highest candidate if there is one.
- (b) Each regional branch shall at every Regional Annual General Meeting elect a Regional Committee consisting of a Regional Director, Regional Treasurer, Regional Secretary, Regional Equipment Officer and Regional Marketing Officer, who shall each hold office until resignation expulsion suspension or removal from office or election of successors to office. They may, also appoint up to 2 General Officers during the regional AGM if the need be shown by a simple majority vote prior to the voting on those positions. In the event of someone being elected to multiple Regional positions, they must choose which one to retain and the others filled by the next highest candidate if there is one.

(c) Any member of the Committee may be removed from office by a resolution passed in a General Meeting by a majority of two-thirds of the member present or by a resolution passed by the Committee by a majority of two-thirds of the member present provided that the voting at such General Meeting or Committee meeting shall be by ballot if so desired by any member of the General Meeting or Committee Meeting as the case may be.

23. NOMINATIONS FOR COMMITTEE

Every candidate for committee shall be proposed and seconded by two members in the manner approved by the committee.

24. VACANCIES ON COMMITTEE

- (a) Any member of the Committee who shall absent themself without leave from three consecutive meetings of the Committee shall deem to have resigned as a member of the Committee.
- (b) The Committee shall have power to appoint a member to fill any casual vacancy on the Committee until the next Annual General Meeting caused by resignation, death, expulsion, absence or removal from office and 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.

25. DUTIES OF COMMITTEE

It shall be the duty of the Committee generally to administer the affairs of the Society and without affecting the generality of the aforesaid, to keep usual and proper books of account properly posted up and other records of the business of the Society and to notify members of intended meetings and the business to be transacted thereat and to prepare and submit to the Annual General Meeting a report balance sheet and statement of accounts for the preceding year.

26. COMMITTEE MEETINGS

The Committee shall meet at such times and places as from time to time be determined by the President upon their giving written notice to the members of the Committee. The President or in their absence any other duly elected Chairperson shall take the chair and at all such meetings the Committee shall determine its own procedure. Voting on any matters shall unless otherwise expressly provided in these Rules be by a simple majority basis but the President shall have a casting as well as a deliberate vote. Three (3) Committee members shall constitute a quorum, or at least 51% of the full Committee if the committee consists of other than five (5) members (as in the case of resignation, appointment of general committee members, etc).

27. SOCIETY PROJECTS

A Project shall be an event, a series of events, or other collection of work such as a publication wholly owned by the Society. A Project shall be a Project of the Society as a whole while the events that make up the project shall be under the auspice of the Regional Branch of the region in which the event is held. A project shall be managed by a 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 Committee a minimum of the following information:

- 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.
- If funds are requested, then there should be also a document detailing the expected up-front costs, ongoing costs, income, and expected final account balance.
- Receipts must be provided for any Society funds granted to the project.
- 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 use of Society equipment may be decided at the discretion of the Equipment Librarian; however any decision so made may subsequently be overridden by the Committee. Requests for finances must always be agreed by Committee.

Any profits made by the Project or the Events organised by the project shall revert to the Society account. The Project subcommittee 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 subcommittee 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 the project is found to be in breach of the intents and rulings of the society or taken action that would bring the Society into disrepute.

28. 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,

- Discounts for Society members for Affiliated Organisation events
- Discounts for Society members for purchases of goods or services
- Promotion of the Affiliated Organisation in the Society newsletter, or at events
- Advertising on web sites (of either organisation)
- Loan of equipment and props (in either direction)
- Assistance with knowledge, experience, organisational work, etc

However, 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 national committee reserves the right to remove affiliation from any organisation if it is found to have taken actions that are in breach of the intents and rulings of the society or taken action that would bring the Society into disrepute.

29. COMMON SEAL

The common seal of the Society shall be that approved by the Committee. The common seal shall unless the Committee otherwise from time to time decides be kept by the Secretary at the registered office of the Society.

30. USE OF COMMON SEAL

Whenever the common seal of the Society is required to be affixed to any deed document writing or other instrument the seal shall be affixed pursuant to a resolution of the Committee or of the Society by the President and any one (1) other members of the Committee.

31. REGISTERED OFFICE

The Registered Office of the Society will be determined within seven (7) days of the Annual General Meeting and advertised to all members of the Society.

32. FINANCIAL YEAR

The financial year of the Society shall end on the last day of August in each year at which date the annual statement of accounts shall be prepared for submission to the Annual General Meeting. The statements of account and report shall be circulated among members at least fourteen (14) days before the Annual General Meeting.

33. CONTROL AND USE OF FUNDS

- (a) All moneys received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account with a licensed bank in New Zealand or such other bank as from time to time be determined by the Society and all payments or withdrawals from the society's accounts shall be approved by the National President, National Treasurer, or (in the case of a Regional account) by that region's Regional Treasurer.

- (b) All expenses properly incurred by the Society shall be defrayed out of the funds of the Society alone and no individual member of the Society shall be deemed to incur any responsibility in respect of the same.
- (c) Committee members may make claims for expenditure of up to NZ\$50 per month without prior committee approval; however they must be prepared to justify this expenditure to committee and this right may be revoked by committee or AGM.

34. ALTERATION OF CONSTITUTION

- (a) The Constitution may be altered added to or rescinded or otherwise amended by resolution passed by a two-third majority of the total number of members of the Society present at a General Meeting of which fourteen (14) days notice has been given.
- (b) Every such notice shall set forth the report of the proposed alteration addition rescission or other amendment.
- (c) Duplicate copies of every such alteration addition rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Incorporated Societies Act 1908.

PROVIDED HOWEVER that no alteration, addition, rescission or amendment to the Rules shall detract from the exclusively non-profitable nature of the Society.

35. INSPECTION OF CONSTITUTION

The Constitution shall be open to inspection by any members at the registered office of the Society at all reasonable times and a copy thereof shall be supplied to each member on request on such terms and conditions as the Committee may from time to time direct.

36. INTERPRETATION OF CONSTITUTION

If any difference of opinion arises as to the meaning of any part of this document such difference shall be referred to and decided at a General Meeting of the Society.

37. SERVICE OF NOTICES

Every notice required to be given to the members or any of them shall deem to have been duly delivered if posted to them in a prepared letter addressed to them at their last known address or sent to their registered email address as set out in the Register of Members. Members may make the choice of an alternate method (Alternate Email or Post) should Email notification to their listed email address fail.

38. WINDING UP

If at a General Meeting a majority of those present and voting shall resolve that the Society shall be wound up a further Special General Meeting shall be held no earlier than fourteen (14) clear days after the date of the meeting at which such resolution was passed to confirm or reject such a resolution. If the resolution shall be confirmed by a two-third majority of the total members of the Society and voting at such further Special General Meeting the Society shall be wound up and all surplus assets after the payment of all costs debts and liabilities shall be disposed of by gift to any other charitable body or bodies within New Zealand as voted by Committee.