

# Airsoft Auckland (Incorporated)

## Constitution September 2007

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### **1 Title**

The Club shall be called “Airsoft Auckland (Incorporated)” and is hereinafter called “the Club” or “ASA”.

### **2 Registered Office**

The Registered Office of the Club shall be at such place as shall be determined from time to time by the Committee.

### **3 Definitions**

The following words and expressions in these Rules shall have the several meanings assigned to them unless such meanings are excluded by, or repugnant to the context or subject or subject matter; that is to say:

3.1 “President” means the President of the Club for the time being and includes a person acting as President in the absence of the President.

3.2 “Financial Member” means a member who has paid his or her annual subscription and any levies due for the past and current years.

3.3 “Associate Member” or “Friends of the club” means non financial members which will be invited to participate in any club activity.

3.4 “In writing”, “written” and “including electronic mail” includes any mode of representing or reproducing words in a visible form.

3.5 Wherever not inconsistent with the context, any expressions referring to the singular shall include the plural and referring to male shall include females and referring to club shall mean body, association or the like.

3.6 “Month” means a calendar month.

### **4 Objects and Powers**

The objects and powers of the Club shall be as follows:

4.1 To arrange, promote and control Airsoft competitions, events and activities.

4.2 To foster, improve, promote, assist and in any way further the interests of members in any Airsoft matters.

4.3 To enter into any agreement, arrangements or engagement with any association, society or body in the interests of the Club as shall be decided between the Club and such other association, society or body.

4.4 To join, contract, engage or arrange with any other sporting body of any kind within or without New Zealand in any matter or thing which may be for the benefit of the Club and its members.

4.5 To provide Trophies and / or Awards for any purpose on any terms whatsoever.

4.6 To provide procedures and penalties for the purpose of suppressing abuses, fraud, wrongful tactics, breaches of rules and other undesirable conduct by any member.

4.7 To employ such staff and to engage the services of and to appoint to official positions such persons as may from time to time be desirable.

4.8 To acquire whether by way of purchase, lease, hire or otherwise any land or buildings, goods or chattels and to obtain licences of or concessions for any course, roadway or other property or interest or to carry out any works improvements or other activities which may assist in the furtherance of the objects of the Club.

4.9 To develop, build on, improve, alter, maintain, sell, lease, hire out or otherwise deal with or dispose of land, buildings and chattels owned or used by the Club.

4.10 To borrow, lend and guarantee the payment of money with or without security, and to invest the funds of the Club in such investments as may from time to time be determined.

4.11 To negotiate with any Company, Body or Society, for all types of insurance, superannuation or welfare funds as may be desirable in connection with any or all of the objects of the Club, and to operate any such insurance, superannuation or welfare fund or any travel scheme or system in any capacity in conjunction with or separately from any Company, Body, Corporation of Society and upon any terms whatsoever as may be decided upon from time to time.

4.12 To publish or print any material whatsoever.

4.13 To establish such branches or agencies as may from time to time be desirable.

4.14 To do all such other acts and things as may be desirable for the furtherance of the objects of the Club.

## **5 Membership**

### **5.1 Eligibility**

Any person over the age of 18 years old, or between the age of 16 and 18 and a holder of a current firearms licence, shall be eligible to apply for membership of the Club.

### **5.2 Classes of Membership**

#### **5.2.1 Associate Member**

Any person over the age of 18 years old, or between the age of 16 and 18 and a holder of a current firearms licence, that is not a financial member and is invited to participate in activities with the club.

#### **5.2.2 Probationary Member**

Any member of less than three months standing who has paid the full subscription for the current year.

#### **5.2.3 Full Member**

A Member of more than three months standing who has paid the full subscription for the current year.

#### **5.2.4 Honorary Member**

An Honorary Member shall be a Full Member who in the opinion of a General Meeting has rendered long and

exceptional services to the Club. Every nominee shall be referred to a General Meeting by the Committee. Such a member shall be entitled to all privileges and benefits of paid members without paying any subscription or levy.

### **5.3 Admission to Membership**

Any applicant who submits a completed enrolment form and written acceptance of this Constitution accompanied by the appropriate fee shall forthwith become a Probationary Member of the Club.

5.4 Any Probationary Member may have his or her membership terminated by majority vote of the Committee.

Nomination for Honorary Life Membership shall be presented to a General Meeting by the Committee. At any one time there may be no more than four Life Members.

5.4.1 Any member may resign by giving notice in writing to the Committee and such resignation shall be effective as from receipt thereof if that member is financial or as from payment of any outstanding monies if unfinancial.

5.4.2 Any member whose subscription is outstanding for more than 3 months shall have his or her membership terminated automatically on the first day of the 4th month.

5.4.3 A member may be expelled from membership as a result of disciplinary action. (See Section 8).

5.4.4 Honorary Membership expires ten years after the appointment.

## **6 General Meetings**

The governing body of the Club shall be a General Meeting of members. General Meetings shall be Chaired by the President or, in his or her absence, by a person elected by the Meeting.

6.1 A General Meeting shall have full power to do all things it may consider necessary to further the objects of the Club and to exercise all the powers of the Club.

6.2 The Annual General Meeting shall be held during the month of April in each year.

6.3 Special General Meetings may be called by the Committee at any time for any reason. A Special General Meeting shall be called by the Secretary within twenty one days of receipt of any requisition delivered to the Secretary signed by no fewer than six members setting out the agenda of the proposed meeting.

### **6.4 Notice**

6.4.1 Not less than two weeks' notice of the date and place of the Annual General Meeting shall be given to all members.

6.4.2 Not less than two weeks' notice of the date and place of all special meetings shall be given to all members and such notice shall contain sufficient particulars of the business to be considered.

6.4.3 The Committee shall cause notice to be given to financial members of the Club intimating the date and time and place for the closing of written nominations (which date shall not be later than four weeks prior to the Annual General Meeting) for officers.

#### 6.5 Agenda

6.5.1 The business to be transacted at an Annual General Meeting shall be:

6.5.1.1 Consideration and adoption of the Annual Report of the President, and such other reports as the Committee deems desirable.

6.5.1.2 Consideration and adoption of the Balance Sheet, Statements of Account and any related financial reports and / or documents.

6.5.1.3 The election of Office Bearers for the ensuing year.

6.5.1.4 Consideration of items of business listed on the Agenda for the Meeting.

6.5.1.5 Consideration of any other business.

6.5.2 The business to be transacted at a special meeting shall be only that contained in the notice of the meeting.

#### 6.6 Adjournment

Any meeting may be adjourned to such other time as the majority of members present may decide. In the event of a quorum not being present within thirty minutes of the time for which the meeting was called, such members as are present shall decide or failing their doing so, the Chair shall decide the time and place to which the meeting shall adjourn. No business shall be conducted without a quorum, except the arrangement of the adjourned meeting as aforesaid.

6.7 Minutes of all General Meetings shall be kept and when confirmed shall be conclusive evidence of the proceedings recorded therein.

### **7 Office Bearers**

#### 7.1 Positions

7.1.1 The Office Bearers of the Club shall be:

A President

A Secretary

A Treasurer

Other Committee members of a number to be decided from time to time by a General Meeting, but not exceeding four.

7.1.2 The Office Bearers shall be elected at each Annual General Meeting.

7.1.3 The Office Bearers shall be members of the Club.

7.1.4 Any casual vacancy in any office may be temporarily filled by the Committee, pending confirmation or replacement at a General Meeting.

## 7.2 Nominations

Nominations duly seconded will be received from members present at an Annual General Meeting. Nominees must notify their acceptance or declination of the nomination.

Any member unable to attend an Annual General Meeting may submit their willingness in writing to accept nomination for any position vacant.

## 7.3 Election

If there are more nominations for any office than there are vacancies, then the nominees who receive the greatest number of votes of those attending and entitled to vote shall be elected.

Should the voting for any position result in an equality of votes for two or more candidates, then the Chair of the Meeting at that time shall have the power to order an elimination election of the candidates concerned so tying.

# **8 Committee**

## 8.1 Structure

The Committee shall consist of the Office Bearers of the Club together with the Immediate Past President if applicable.

The Chair of the Committee shall be the President or, in his or her absence, the Secretary. Should both the President and Secretary be absent, the Chair of the Committee shall be elected from those present at the Meeting.

## 8.2 Powers

8.2.1 Except as otherwise provided by a General Meeting or by this Constitution, the Committee shall manage the business and affairs of the Club, and shall be entitled to exercise all the powers of the Club. In so doing, it shall be bound by any decision of a General Meeting.

8.2.2 The Committee shall have the power to co-opt the assistance of persons for advice on whatever matter it may decide.

8.2.3 On receipt of any written allegations of misconduct by any member(s) of a severity covered by level B, C & D the Committee shall elect a council to adjudicate consisting of two club officers and one club member who is not a club officer and shall have the power to inflict discipline as set out in the Disciplinary Procedures.

8.2.4 On receipt of any written allegations of misconduct by any member(s) of a severity covered by level A a council of a committee quorum and a club member who is not a club officer shall adjudicate.

8.2.5 The four levels of offences are meant as a guide as not all offences can be predicted or noted. Details of an individual case such as the member(s) being considered recidivist may call for it to be considered as a lesser or greater misconduct.

A) Gross misconduct (i.e. physical violence against another player; taking or under the influence of alcohol / drugs; in possession of a real firearm at a game)

B) Serious misconduct (i.e. threat of violence, racial abuse etc)

C) Misconduct (i.e. threatening / abusive posts or PM on the forums, verbal abuse on the field; consistently cheating etc)

D) Minor infraction (i.e. not calling hits etc)

8.2.6 Member(s) found guilty of a level B, C and D offense will be issued a warning letter by the disciplinary council that will go on record. Offense taking place on a field of play may require that the offender(s) be reprimand and required to redo induction or be banned from a certain number of games. Those offending on the forums may potentially have their forum access restricted / banned for a set period of time to be determined. Category A offenders will in likely be expelled from ASA. ASNZ will also be informed of any banned or removed players.

8.2.7 Disciplinary Procedures shall be produced in writing and authorised by vote of the membership present at a General Meeting.

### 8.3 Attendance

8.3.1 A committee member must attend at least 8 games a year of which 50% must be regular ASA games;

8.3.2 A committee member must not miss more than three committee meetings per year;

8.3.3 Any committee member who does not meet 8.3.1 will be ineligible to stand for the committee the following year;

8.3.4 Any committee member who does not meet 8.3.2 will forfeit their position immediately;

8.3.5 A quorum of the committee retains the right to exempt a member of requirements 8.3.1 and 8.3.2 in extraordinary circumstances. When an exemption is made this and the reason why must be communicated to the via the ASA website.

## 9 Committee Meetings

### 9.1 Ordinary Meetings

Ordinary meetings of the Committee shall be called by the Secretary who shall give not less than one week's notice of the date of the meeting.

### 9.2 Special Meetings

Special meetings of the Committee may be requested by the President or by any three members of the Committee. Such special meetings must be held within fourteen days of the Secretary's receipt of the request. The Secretary shall issue notice calling such meetings within forty-eight hours of request. Only that business specifically stated in the notice of meeting may be dealt with.

### 9.3 Adjournment and Abandonment

In the event of a quorum not being present within 1 hour of the time for which the meeting was called, such Committee members as are present shall either:

decide the time and place to which the meeting shall adjourn

or

if an adjourned meeting cannot conveniently be arranged, abandon the meeting.

No business shall be done without a quorum, except the arrangement of the adjourned meeting or the abandonment of it as aforesaid.

#### 9.4 Minutes

Minutes of all Committee Meetings shall be kept and when confirmed shall be conclusive evidence of the proceedings recorded therein.

### **10 Quora**

10.1 A quorum for a General Meeting shall be the smaller of:

Twenty five financial members;

or

Thirty-five percent of the financial members

#### 10.2 Committee

A quorum for a Committee Meeting shall be the greater of:

more than one half of the total number of Committee members

or

three Committee members.

### **11 Voting and Polls**

#### 11.1 General Meetings

Each financial member shall be entitled to vote.

Voting at General Meetings (other than for elections) shall be by majority vote and on the voices. The Chair may call for a show of hands or a secret ballot. If any two persons stand and demand a show of hands or a secret ballot, this must be allowed by the Chair. If both a secret ballot and a show of hands are called for, a secret ballot only shall be held.

Proxy voting shall be permitted for General Meetings where a show of hands or secret ballot is held. Two scrutineers, appointed by the General Meeting, shall act as proxies for the members so voting.

#### 11.2 Elections

The polling at all elections at General Meetings shall be by secret ballot and shall be recorded in the Minutes of the meeting at which such election is conducted.

“Every ballot shall be conducted by two scrutineers who shall not be candidates, appointed by the General Meeting, and who shall on the completion of the count of votes in any ballot sign a certificate and hand the result to the Chair of the meeting who shall declare the result”.

Proxy voting is permitted for elections. Two scrutineers, appointed by the General Meeting, shall act as proxies for the members so voting.

### 11.3 Committee Meetings

Voting at Committee Meetings shall be by majority vote and on the voices. The Chair may call for a show of hands or a secret ballot. If any two persons demand a show of hands or a secret ballot, this must be allowed by the Chair.

Proxy voting shall be permitted for Committee Meetings where a show of hands or secret ballot is held. All proxy votes shall be disclosed to the Committee members in attendance and duly recorded.

### 11.4 Proxies

Proxy voting shall be permitted for General Meetings, Elections, and Committee Meetings. Proxy voting is subject to the following conditions:

11.4.1 Proxy votes shall be either:

legibly and indelibly marked on a printed copy of the itemised agenda for the meeting

or

recorded in a suitably detailed written form that passes scrutiny.

In either case the document recording the voting intent must be signed by the members so voting.

11.4.2 The member shall exercise their vote by noting agreement, disagreement, or abstention.

11.4.3 Where no indication of preference can be determined the vote shall be taken to be abstention.

11.4.4 Where the member makes a correction to a voting preference the correction must be signed or it shall be treated as an abstention.

11.4.5 Any dispute or uncertainty that arises over a proxy vote shall be referred to the Committee for a binding decision.

## **12 Club Representation**

All representatives of the Club on any bodies, organisations, committee or the like shall be appointed by the Committee.

## **13 Alteration of the Constitution**

This constitution may be altered only by a General Meeting and after at least fourteen days notice of the proposed alteration and the nature of the proposed alteration shall have been given to every member in writing, addressed to his or her last known registered office or address, provided that such notice may be given along with and incorporated in the notice calling the meeting at which the proposed alteration is to be considered.

#### **14 Pecuniary Gain**

No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

#### **15 Common Seal**

The Common Seal shall be in the custody of the Secretary and shall be used for the execution of documents and shall be affixed in the presence of the President or acting President and one other member of the Committee and shall be affixed only in pursuance of a resolution of a General Meeting or of the Committee.

#### **16 Actions**

The Club may make or defend any actions at law as it sees fit.

#### **17 Finance**

##### **17.1 Management**

The finances of the Club shall be managed by the Committee. Disbursement must be ratified by the Committee.

##### **17.2 Subscriptions, Fees and Levies**

Each member shall pay to the Club an Annual Subscription. Annual Subscriptions for each class of membership shall be set by the Committee once a year.

##### **17.3 Financial Year**

The Club's financial year shall be 1 April to 31 March the following year.

17.4 The accounts of the Club shall be prepared and presented to the Annual General Meeting. These accounts shall then be audited if the Annual General Meeting directs.

#### **18 Auditor**

The Club shall, when required, appoint an Auditor who shall be a member of the NZ Society of Accountants (or current name of the organization).

#### **19 Solicitor**

The Club may appoint an Honorary Solicitor who shall be a practising member of the New Zealand Law Society.

#### **20 By-Laws**

The Committee may make or amend By-Laws which supplement this Constitution but are not inconsistent with it.

By-Laws shall be observed as if they were Constitution rules. No By-Laws or amendment shall come into effect unless ratified by a General Meeting.

## **21 Interpretations**

If, at any time, any matter shall arise which is not provided for in these Rules, or in the interpretation of these Rules, then the matter shall be determined by a General Meeting whose decision shall be final.

## **22 Winding up**

22.1 The Club shall not be wound up except by a majority decision at a General Meeting, the notified agenda for which has included the proposal for winding up.

22.2 In the event of winding up, the Club's funds, after settling its liabilities and the costs and expenses of winding up, shall be distributed by the Club to a like sporting body which is established substantially or primarily for the purpose of promoting Airsoft. No part of the income or other funds of the Club shall be used or be available to be used for the private pecuniary advantage of any member.

## **23 Notices**

All notices required to be given by this Constitution shall be deemed to have been given if they have been either:

emailed to the address as notified by the member

or

posted addressed to the last known address of the member.

## **24 Repeal of Former Rules**

All former rules of the Club are hereby repealed.