



**PHOENIX
PROJECT**
W E L L I N G T O N

Phoenix Project Airsoft Constitution

2023

Definitions

In these **Rules**, 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.

'Associated Person' means a person who:

- may obtain a financial benefit from any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**
- may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates
- is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates
- may be interested in the matter because the **Society's** constitution so provides.

but no such **Member** shall be deemed to have any such interest:

- merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
- if that **Member's** interest is the same or substantially the same as the benefit or interest of all or most other members of the **Society** due to the membership of those members; or
- if that **Member's** interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member's** responsibilities under this Act or the **Society's** constitution; or

if that **Member** is an officer of a union and that **Member's** interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

'Committee' means the **Society's** governing body.

'Committee Member' means a member of the **Committee**, including the **Chair/President, Secretary** and **Treasurer**.

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

'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**.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Register of Interests' means the register of interests of **Committee Members** kept under these **Rules**.

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

'Rules' means the rules in this document.

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

Introduction

Name

The name of the society is Phoenix Project Airsoft Incorporated (in these **Rules** referred to as the '**Society**') and also known as PPA.

Charitable status

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

Purposes

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

- regularly engage in the sport of airsoft
- promote teamwork and self motivation
- promote safety with replica firearms
- support Charities or causes that fit with the PPA membership with donations that may be nominated by members, then approved by committee members.
- not have the purpose of financial gain.

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

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; 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,
- pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Society**, and
 - has the same, or substantially the same, purposes as those of the **Society**.
- 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,
- provides benefits to **Members** or their families to alleviate hardship,

- provides educational scholarships or grants to **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 and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

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

Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

Act and Regulations

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

Registered office

The Registered Office of the **Society** shall be at such place in New Zealand as the **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 Statute.

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 use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate,

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 or body corporate admitted to membership under these **Rules** and who or which has not ceased to be a **Member**.
- **Affiliated Member:** A **Member** who is an individual or association with membership privileges to ticketing, games and discounts. However, is not entitled to vote on any Association matters or to stand for election to the **Committee** or as an **Officer**.
- **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 simple 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.

Becoming a member: consent

Every applicant for membership must consent to becoming a **Member** by first signing up on the PPA website, completing all required fields, paying their membership fee and submitting their membership form via email.

Becoming a member: process

An applicant for membership must first be nominated by a current member of PPA. They must then complete and sign any application form, supply any information required, or attend an interview, as required by the **Committee**.

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

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

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.
- 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 due date, but no **Member**, **Affiliated 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.

Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 1 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid.

If such arrears are not paid within 2 months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Committee** where—

- The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 28 **Working Days** of the due date for payment.
- By Majority Vote of the Committee with effect from (as applicable)—
- the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

Revoking a Life Membership

Life Membership may be revoked at any point, if in the **Committee's** considered opinion, the reputation of the **Society** is at risk because of the person continuing to hold Life Membership. Such circumstances may include, but not limited to:

- Conviction or pending legal proceedings that has or may result in a custodial sentence.
- Allegations relating to an activity, action or conduct that is or would be a criminal offence and would attract a custodial sentence on conviction.
- Making unfounded allegations about **Society** which are likely to undermine the trust and confidence the **Society** enjoys with stakeholders including funders and the community.

The **Committee's** decision will be conveyed to the **Member** concerned in writing setting out its reasons for revoking the Life Membership.

Disclaiming a Life Membership.

A person made a Life Member may disclaim their Life Membership by notice in writing to the **Committee**.

Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

However, 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 **Committee**.

General Meetings

General Meetings

Procedure

The **Committee** shall give all **Members** at least 7 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** may attend, speak and vote at **General Meetings**—

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Committee**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 50 percent of eligible financial **Members** attend in person, by audio link, video link, or other relevant electronic means. This will constitute a quorum.

If, within 30 minutes 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 **Chair/President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

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

The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the eligible financial **Members** voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf

of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- **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.
- All **General Meetings** shall be chaired by the **Chair/President**. If the **Chair/President** is absent, the Deputy or Vice Chair/President shall 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 any 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.
- The **Committee** may put forward motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to Members with the notice of the **General Meeting**.

Annual General Meetings

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

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 **Committee's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

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

- an annual report on the operation and 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 **Officers** during that period (including a 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 **Committee** by resolution. The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 50 per cent of **Members**.

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

The rules in this **Constitution** 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 **Committee's** resolution or the written request by **Members** for the **Meeting**.

Minutes

Minutes must be kept by the **Secretary** of all **General Meetings**.

Committee

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**.

Composition

The **Committee** will consist of at least 3 **Committee Members** and no more than 5 **Committee Members** who are:

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

The **Committee** will include an **Officers** of:

- a **Chair/President**,
- a **Secretary/Vice President**, and
- **Treasurer**, and

not fewer than 2 or more than 2 other **Committee Members**.

A majority of the **Officers** on the **Committee** must be either:

- **Members** of the **Society**, or
- representatives of bodies corporate that are **Members** of the **Society**.

Qualifications

Every **Officer** must be a natural person who—

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

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. 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, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - an offence under subpart 6 of Part 4 of the **Act**
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - an offence under section 143B of the Tax Administration Act 1994
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 - a banning order under subpart 7 of Part 4 of the **Act**, or
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - 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.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) 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 **Act**.

Prior to election or appointment as an **Officer** a person must—

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

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

Election or appointment

The election of **Committee Members** shall be conducted as follows

- a. **Committee Members** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Committee Member** occurs between **Annual General Meetings**, then that vacancy may be filled (if required) by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**)
- b. A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**, shall be received by the **Secretary** at least 10 **Clear Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- c. Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- d. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chair/President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e. The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.
- f. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- g. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

Term

The term of office for all **Officers** shall be 5 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officers's** term of office.

No **Chair/President** shall serve for more than 10 consecutive years as **Chair/President**.

The term of office for all **Committee Members** shall be 2 year(s), 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.

Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- 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**.

Upon the removal of an **Officer** a Special General Meeting is to be held as soon as practicable to elect a new **Officer** into the outgoing **Officer** position. The outgoing **Officer** may put forward their name for consideration.

Complaints

Where a complaint is made about the actions or inaction of a **Committee Member** (and not in the **Committee Member's** capacity as a Member of the **Society**) the following steps shall be taken:

- The **Committee Member** who is the subject of the complaint, must be advised of all details of the complaint.
- The **Committee Member** who is the subject of the complaint, must be given adequate time to prepare a response.
- The complainant and the **Committee Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Committee** (excluding the **Committee Member** who is the subject of the complaint) if it considers that an oral hearing is required.
- Any oral hearing shall be held by the **Committee** (excluding the **Committee Member** who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the **Committee** (excluding the **Committee Member** who is the subject of the complaint).

If the complaint is upheld the **Committee Member** may be removed from the **Committee** by a resolution of the **Committee** or of a **General Meeting**, in either case passed by a simple majority of those present and voting.

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**.

Each **Committee Member** shall within 14 **Clear 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**.

General issues

The **Committee** and any sub-committee may act by resolution approved in the course of a telephone conference call 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**, the **Committee** or any sub-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 **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**.

Officers' duties Mandatory

At all times each **Committee Member**:

- a. shall act in good faith and in what he or she believes 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 Statute or this Constitution,
- 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, and the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,
- 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 he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- the quorum of every sub-committee is half the members of the sub-committee,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority, and

A sub-committee must not further delegate any of its powers.

Conflicts of interest

An **Officer** or member of a sub-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)—

1. to the **Committee** and or sub-committee, and
2. in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-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 **Officers** 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 **Officers** agree otherwise.

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**.

Interested Members

A member of the **Committee** and/or of a sub-committee is interested in a matter if the member of the **Committee** and/or sub-committee:

- a. may obtain a financial benefit from the matter; or
- b. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
- c. may have a financial interest in a person to whom the matter relates; or
- d. is a partner, director, member of the **Committee** and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

However, a member of the **Committee** and/or sub-committee is not interested in a matter—

- a. merely because the member of the **Committee** and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the **Act**; or
- b. if the member of the **Committee's** and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other **Members** due to the membership of those **Members**; or
- c. if the member of the **Committee's** and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the **Committee** in carrying out the member of the **Committee's** and/or sub-committee's responsibilities under the **Act** or the **Rules**; or
- d. if the member of the **Committee** and/or sub-committee is a member of the committee of a union and the member of the **Committee's** and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

Committee meetings

Procedure

The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

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

1. 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
2. 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 **Officer** on the **Committee** shall have one vote.

The members of the **Committee** shall elect one of their number as 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.

Records

Contents of 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 —
 - A physical address or an electronic address, and
 - A telephone number.

The register will also include each **Member's** —

- email address (if any)

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** 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**.

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.

Register of interests

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

Access to other information

A **Member** may at any time make a written request to a 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:

- A. provide the information, or
- B. agree to provide the information within a specified period, or
- C. 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
- D. 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:

- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b. 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. withholding the information is necessary to maintain legal professional privilege, or
- e. the disclosure of the information would, or would be likely to, breach an enactment, or
- f. 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
- g. the request for the information is frivolous or vexatious, or
- h. the request for the information is not required to be disclosed by the **Society**.
- 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 **Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the 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 7 **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—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. 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 01/04 of each year and end on 31/03 (the latter date being the **Society's** balance date).

Dispute resolution

Meanings of dispute and complaint

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—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

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

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. 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 an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. 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 an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. 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 an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
 1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. 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 an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
2. The information given under subclause (1.2) or (2.2) 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.
3. 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 an **Officer** 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—
 1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the **Member's**, **Officer's**, or **Society's** written or verbal 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—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a **Member** or an **Officer** has engaged in material misconduct;
 2. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 3. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

Society may refer complaint

1. The **Society** may refer a complaint to—
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, 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** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

Winding up

Process

The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.

The **Secretary** shall give **Notice** to all **Members** of the proposed motion to wind up the **Society**, or remove it from the Register of Incorporated Societies and of the **General Meeting** at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the **Committee** in respect to such notice of motion.

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

Liquidation and removal from the register

Surplus assets

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

On the 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 **Airsoft Sports New Zealand Incorporated**.

However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

Alterations to the Rules

Amending these Rules

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.

That amendment may be approved by a resolution passed in lieu of a meeting as authorised by this **Constitution**.

Any proposed motion to amend or replace these **Rules** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Secretary** at least 21 **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 14 **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 pecuniary profits to any individuals.

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
- Ordinarily resident in New Zealand
- Not disqualified under the Statute from holding that office.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

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.

Bylaws

The **Committee** from time to time may make and amend society 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**.