

CONSTITUTION
OF
FENCING NORTH INCORPORATED

1. NAME

The Association shall be called FENCING NORTH INCORPORATED (hereinafter referred to as “the Council”).

2. JURISDICTION

- 2.1. The Council is formed at the direction of and with the authority conferred on it by New Zealand Amateur Fencing Association Incorporated (hereinafter referred to as “NZAFA”) and shall pursue and effect its objects within the Auckland Province as defined by the Constitution of NZAFA and within such other area as the NZAFA may from time to time determine.
- 2.2. If any conflict arises between the provisions hereof and the Constitution of NZAFA, the constitution of NZAFA shall prevail.

3. OBJECTS

The objects of the Council shall be to exercise within the Auckland Province the powers and responsibilities assigned to it by NZAFA and more particularly:

- a) The furtherance and improvement of fencing in the Auckland Province and the promotion of the interests of Auckland fencers.
- b) To assist in the promotion and organisation of new clubs.
- c) The management of all Auckland Provincial fencing competitions.
- d) The holding of Auckland Provincial Fencing Championships.
- e) The raising of funds for the purposes of the above.
- f) To borrow or raise or secure the payment of money in such manner as the Council shall think fit and, in particular, by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Council’s property and to purchase, redeem, or pay off any such securities.
- g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- h) To purchase, lease or otherwise acquire any real property, intellectual or personal property, rights and privileges which the Council may think conducive to the attainment of its objects.
- i) To invest and lend money of the Council not immediately required upon such investments as the trustees are authorised to make by virtue of the ‘Trustee Act 1956’
- j) To make donations or subscribe to support, establish or aid charitable institutions, trusts or any person, firm or corporation having objects together or in part similar to the objects of the Council.
- k) To make, alter or rescind by-laws consistent with the aims and objects of the Council.
- l) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. REGISTERED OFFICE

The registered office of the Council shall be located in the City of Auckland at such place within the City as the Executive shall decide.

5. INTERPRETATION

5.1. In these rules, unless the context otherwise requires:

- a) “member” means:
 - i. in relation to members of the Council, any Individual Member, Life Member, Club or District Council;
 - ii. in relation to membership of the Executive, any Individual Member or Life Member.
- b) “Officer” means any of the President, Vice-President, Secretary, Minute Secretary, (if any) or Treasurer.
- c) Words importing the singular shall import the plural and *vice versa* and words importing one gender shall import the other genders.

6. MEMBERSHIP

6.1. Members of the Council shall be classified as Individual Members, Clubs, District Councils and Life Members and shall have the following qualifications, rights and privileges:

- a) An Individual Member shall be a natural person who holds or is entitled to hold an amateur fencing licence issued by NZAFA and is a member of a Club situated in the Auckland Province.
- b) A Club shall be a group of Individual Members (as hereinbefore defined) either incorporated or unincorporated, which is situated in the Auckland Province and is a member of NZAFA.
- c) A District Council shall be an incorporated group of Clubs and/or Individual members situated in the Auckland Province.
- d) A Life member shall be an Individual member who is invited by the Executive to become a Life Member in recognition of his length of membership of the Council or in honour of valued services provided to the Council.

6.2. An Individual Member, Club or District Council may be admitted to membership of the Council if he or it:

- i. makes written application for membership in the form prescribed from time to time by the Executive;
- ii. is approved by the Executive as qualifying for membership under Rule 6.1;
- iii. agrees to conform with the Rules and Bylaws of the Council;
- iv. pays on request the annual subscription and/or other levies determined as hereinafter provided;
- v. in the case of a Club, submits to the Executive a copy of the Rules of the Club and a statement of the names and addresses of its Individual Members.
- vi. in the case of a District Council submits to the Executive a copy of its Rules and a statement of the names and addresses of its Clubs and Individual Members.

6.3. Any alterations to the Rules of any Club or District Council shall be submitted to and approved by the Executive.

7. TERMINATION OF MEMBERSHIP

- 7.1. Any member of the Council who shall fail in the observance of the Rules or any Bylaws of the Council may be removed from the Council and/or the Executive by a resolution to that effect passed by a majority of at least three-fifths of the members present in person or by proxy at a general meeting of the Council.
- 7.2. Before the resolution referred to in Rule 7.1 is put to the meeting the member shall be given an opportunity to be heard by the Council.
- 7.3. Upon the removal of any member from the Council and/or the Executive, the Executive may recommend to NZAFA that the member concerned be disaffiliated or suspended from membership of NZAFA.
- 7.4. A member removed as aforesaid may be reinstated by a resolution to that effect passed by a majority of at least three-fifths of the members present in person or by proxy at a general meeting of the Council.
- 7.5. Any member wishing to resign from the Council and/or the Executive shall give to the Executive not less than one month's prior written notice of his intention to resign and shall pay all subscriptions or levies up to the date of expiry of such notice. The member's resignation may then be accepted by the Executive.
- 7.6. Any person ceasing to be a member of the Council for any reason shall nevertheless remain liable to the Council for all subscriptions and other moneys which may have become due by him prior to termination of his membership.

8. GENERAL MEETINGS

- 8.1. The annual general meeting of the Council shall be held not later than 31 December in each year at such time and place as shall be determined by the Executive.
- 8.2. The business of the annual general meeting shall be:
 - i. to receive and consider the statement of income and expenditure and the balance sheet for the previous financial year ended 31 October and the report of the auditor and any matters incidental thereto;
 - ii. to consider the President's report on the state of affairs of the Council;
 - iii. to elect Officers and members of the Executive in the place of those retiring; and
 - iv. to consider such other business as shall be specified in the notice calling the annual general meeting.
- 8.3. Any three Individual Members may propose a remit for consideration at any annual general meeting and any such remit shall be included in the notice of meeting.
- 8.4. The secretary may with the approval of the Executive and shall upon receipt of a requisition signed by six Individual Members (of whom no more than three shall be members of the same Club), convene a special general meeting of the Council to consider only the business specified in the notice convening such meeting.
- 8.5. Fourteen days' notice of every general meeting shall be given by circular to all Clubs and District Councils and such notice shall be deemed to be notice to all Individual Members.

9. REPRESENTATION AND VOTING AT GENERAL MEETINGS

- 9.1. At any general meeting of the Council eight Individual Members (including (subject to Rule 12.2) at least one of the President or Vice-President) shall constitute a quorum.

- 9.2. At any general meeting a resolution put to vote shall be decided on a show of hands unless a poll is demanded by the chairman or by any three Individual Members present in person.
- 9.3. On a show of hands every Individual Member present in person shall have one vote and on a poll every Individual Member present in person or by proxy shall have one vote. No member shall be entitled to vote at any general meeting while any moneys due and payable to the Council for subscriptions or levies are in arrears.
- 9.4. Any member of the Council may be represented at any general meeting by a proxy. Notification of the appointment of such proxy shall be given in writing to the Secretary not later than 24 hours before such meeting. All proxies shall be Individual Members of the Council. No member present in person at any general meeting shall be entitled to hold more than one proxy vote in addition to his own vote.

10. EXECUTIVE

- 10.1. The management of the business and affairs of the Council shall be vested in the Executive which shall consist of a President, Vice-President, Secretary, Minute Secretary (if required), Treasurer, Head of Tournaments and Club Delegates. Only Individual Members shall be eligible as members of the Executive. The members may also elect a Patron who need not be a member of the Council.
- 10.2. The President, Vice-President, Secretary, Minute Secretary (if required) and Treasurer shall be elected at the annual general meeting of the Council and shall hold office until the conclusion of the next annual general meeting when they shall retire. Any retiring Officer shall be eligible for re-election.
- 10.3. Any vacancy in the number of Officers may be filled by a resolution passed by a majority of the remaining members of the Executive and any person so appointed to fill such vacancy shall hold office until the conclusion of the next annual general meeting of the Council.
- 10.4. Each Club and District Council shall be entitled by notice in writing to the Secretary to appoint one person to be its Delegate at meetings of the Executive, PROVIDED THAT any Club or District Council which has more than 25 members who are Individual Members of the Council shall be entitled to appoint an additional Delegate to the Council. Notwithstanding the foregoing, any Club of which three-fifths of the members are primary, intermediate or secondary school pupils, shall only be entitled to appoint one person to be its Delegate, regardless of the number of its members.
- 10.5. Any person appointed to be a Delegate may be removed and replaced by similar notice in writing from the Club or District Council to the Secretary.
- 10.6. At least seven days prior to the annual general meeting in each year every Club and District Council on behalf of their members shall give notice in writing to the Secretary of the names and addresses of their respective Delegates and their nominations for Officers of the Council.
- 10.7. The Head of Tournaments shall be appointed by the Executive at any meeting of the Executive, and shall hold office until the conclusion of the next annual general meeting when they shall retire. The Head of Tournaments may be removed from that position at any meeting of the Executive by a majority of at least three-fifths of the Individual Members present, in person or by proxy.

11. VOTING AT MEETINGS OF THE EXECUTIVE

- 11.1. The Executive shall meet at such times and places during the year as the President shall direct and as often as may be necessary to carry out properly and effectively the business of the Council.

- 11.2. The Secretary shall give to all members of the Executive at least seven days' prior written notice of the time and place of every meeting of the Executive, unless such notice is unanimously waived by all members of the Executive.
- 11.3. Seven Individual Members present in person or by proxy (including (subject to Rule 12.2) at least one of the President or Vice-President present in person) shall constitute a quorum for all meetings of the Executive.
- 11.4. In the event of a quorum not being present at a meeting of the Executive, the meeting may nevertheless be held but any decisions involving questions of policy or being other than of a routine nature shall be confirmed at the next meeting at which a quorum is present.
- 11.5. At any meeting of the Executive a resolution put to the vote shall be decided on a show of hands unless a poll is demanded by any member of the Executive.
- 11.6. On a show of hands and on a poll every member of the Executive present in person or by proxy shall have one vote. The chairman shall, in the event of an equality of votes, have a casting vote.
- 11.7. Any member of the Executive may be represented at any meeting of the Executive by a proxy. Notification of the appointment of such proxy shall be given in writing to the Secretary not later than 24 hours before such meeting. All proxies shall be Individual Members of the Council. No member present in person shall be entitled to hold more than one proxy vote in addition to his own vote. Unless expressly negative by such notification, such proxy shall remain in full force and effect for all subsequent meetings of the Executive until receipt by the Secretary of written notice of revocation of the proxy.
- 11.8. Any Delegate who is absent from three or more consecutive meetings without reasonable excuse shall be liable to be removed by a resolution passed by a simple majority of the remaining members present in person or by proxy at any meeting of the Executive. The Executive may thereupon call upon the Club or District Council who appointed the Delegate to appoint a new delegate in his place.

12. DUTIES OF OFFICERS

- 12.1. The President shall ensure that all proper records of the Council's business are kept by the Secretary and that proper financial records are kept by the Treasurer.
- 12.2. The President shall preside at all meetings of the Council and the Executive and shall have a deliberative vote and, in the case of an equality of votes, a casting vote. In the absence of the President, the Vice-President shall act as chairman and while so acting shall have all the powers of the President. Should both the President and Vice-President be unable or fail to attend any meeting, the meeting shall stand adjourned for 14 days to the same time and place and if at the adjourned meeting neither the President nor the Vice-President is present within half an hour from the time appointed for the adjourned meeting, the members present shall thereupon elect from their number a chairman for that meeting and such chairman while so acting shall have all the powers of the President.
- 12.3. The Secretary or the Minute Secretary (if any) shall keep a record of all meetings of the Executive and the Council. The Secretary shall also be responsible for the proper keeping of all correspondence and records relating the business and affairs of the Council.
- 12.4. The Treasurer shall keep all proper books of account of all financial transactions of the Council, receive members' subscriptions and lodge all moneys received in a bank account or accounts to be operated in the name of the Council. The Treasurer shall present the books of account for audit in time for each general meeting of the Council.

12.5. The Head of Tournaments shall ensure the organisation of all tournaments for which the Council is responsible.

13. COMMITTEES

13.1. The Executive may delegate any of their powers to committees consisting of such member of members of the Council as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive. The President shall be a member of every committee *ex officio*.

13.2. A committee may elect a chairman of its meetings if none has been appointed by the Council or the Executive; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

13.3. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the chairman shall have a second or casting vote.

14. SEAL

The Executive shall provide a Common Seal which shall be kept in the custody of the Secretary and shall only be affixed to documents at meetings of the Executive or Council or in pursuance of a resolution of the Executive or Council and the affixing of same shall be recorded in a register kept for the purpose and shall be attested always by at least two members of the Executive and the Secretary. As regards third parties the Common Seal shall be deemed to have been properly affixed if the affixing thereof purports to be so attested and that notwithstanding any invalidity in the appointment of any members of the Executive, or any irregularity in the meetings at which same is affixed or any other matter connected with the affixing of the same and the signature of the person purporting to attest the affixing of the Seal, shall be sufficient evidence that the affixing of the Seal has been correctly attested.

15. AUDITOR

The books of the Council shall be audited annually and reported upon by an auditor appointed at the annual general meeting of the Council. Such auditor shall not be a member of the Council and shall receive such fee as may be fixed from time to time by the Executive.

16. SUBSCRIPTIONS

16.1. The annual subscriptions payable by all classes of members shall be the amounts determined by the Council at the annual general meeting following a recommendation from the Executive.

16.2. There shall be varying subscriptions payable for Individual Members, Clubs and District Councils.

16.3. The annual subscriptions shall include all affiliations payable by members to NZAFA and shall be paid to the Council on or before 31 May in each year.

17. CONTROL AND INVESTMENT OF FUNDS

17.1. The funds of the Council shall be devoted solely to the furtherance of the objects of the Council as set out in these Rules and shall be under the control of the Executive.

17.2. The funds of the Council shall be lodged to the credit of the Council in such bank account or accounts as the Executive may from time to time determine and all such sums authorised by the Executive to be paid shall be drawn on such accounts under the signatures of any two Officers jointly.

- 17.3. All cheques and other negotiable instruments payable to the Council and requiring endorsement shall be sufficiently endorsed by any one Officer.
- 17.4. No part of the funds of the Society shall be used or be available to be used for the private pecuniary profit of any Member, beneficiary or associate of any of the aforementioned.



18. ALTERATION OF RULES


- 18.1. None of these Rules shall be repealed or altered or added to except by a majority of at least three-fifths of those Individual Members present in person or by proxy at the annual general meeting or a special general meeting of the Council.
- 18.2. A written copy of the proposed alteration or addition to the Rules shall be delivered at least thirty days before the meeting to the Secretary who shall send copies of such proposed alteration or addition to every Club and District Council on behalf of their members at least twenty-one days before such meeting.
- 18.3. Notwithstanding the above, no addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt/non profit body status of the Society. The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

19. WINDING UP

- 19.1. A majority of at least three-fifths of those members present in person or by proxy at any special meeting of the Council convened for that purpose may also resolve that the Council shall be wound up; provided that such resolution is confirmed at another general meeting held not less than thirty days after the date of the meeting at which the resolution was passed.
- 19.2. In the event of the Council being wound up, its funds and other assets shall, after payment of all debts and liabilities be disposed of as the members may decide in general meeting PROVIDED HOWEVER that any resolution passed in pursuance of this Rule shall preclude the distribution of any surplus moneys or assets to any member of the Council.
- 19.3. If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand.

These rules rescind all previous rules.

Member	Designation	Date
David Elder 	President	10/04/2020
Jiaju SUN 	Vice-President	10/04/2020

Katie Logan 	Secretary	10/04/2020
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