

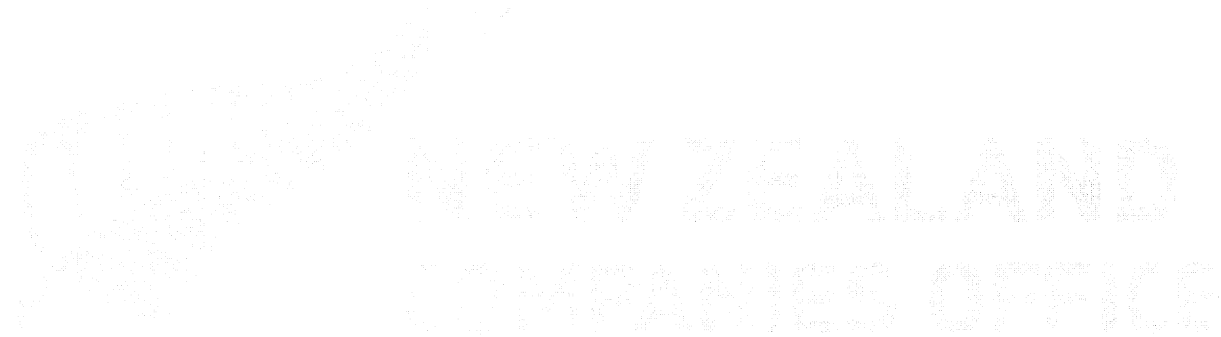


CERTIFICATE OF INCORPORATION

SCIENCE FICTION & FANTASY CONVENTIONS OF NEW ZEALAND INCORPORATED

2687212

This is to certify that SCIENCE FICTION & FANTASY CONVENTIONS OF NEW ZEALAND INCORPORATED was incorporated under the Incorporated Societies Act 1908 on the 13th day of November 2017.



Registrar of Incorporated Societies
27th day of November 2017



Constitution of Science Fiction & Fantasy Conventions of New Zealand Incorporated (SFFCONZ)

1 The Society

1.1 Name

1.1.1 Science Fiction & Fantasy Conventions of New Zealand Incorporated, trading as SFFCONZ ("the Society"), is a non-profit common interest society.

1.2 Definitions and Interpretation

1.2.1 "Casting vote" means a second vote bestowed upon an individual for the sole purpose of tie-breaking.

1.2.2 "Committee" means a committee of the Council.

1.2.3 "Day" refers to calendar days except the for the period 24 December to 3 January inclusive which shall be treated collectively as one day for counting purposes.

1.2.4 "Full membership" means a membership lasting the full length of an associated event.

1.2.5 "Majority vote" means a vote made by more than half of the voting members present at a meeting, voting upon a resolution put to that meeting.

1.2.6 "Money or other assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

1.2.7 "President" refers only to the President of the Society.

1.2.8 "Secretary" refers only to the Secretary of the Society.

1.2.9 "Science fiction and fantasy" refers to science fiction and fantasy as a subset of the arts. The use of the words "science fiction and fantasy" refers to the art of science fiction and fantasy in all its many forms including, but not limited to, literature, film, television, sculpture and illustration.

1.2.10 "Society meeting" means any Annual General meeting, or any Special General meeting, but not a Council meeting.

1.2.11 "Treasurer" refers only to the Treasurer of the Society.

1.2.12 "Use money or other assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets.

1.2.13 "Voting members" are any members with voting rights at Society meetings. This includes Core Members and Council members.

1.2.14 "Written Notice" means written communication by physical or electronic means (including email, and website posting).

1.3 Objects of the Society

1.3.1 The objects of the Society are to:

- a. engage in activities of a charitable, educational, or literary nature which aid in the promotion of science fiction and fantasy;
- b. directly engage in and provide facilities for others to engage in the promotion and encouragement of science fiction and fantasy in New Zealand;
- c. coordinate activities at a national level pertaining to the development of public events and conventions in New Zealand which increase interest in, and awareness of, science fiction and fantasy;

- d. disseminate literary and educational information supporting New Zealand as an active participant in the international field of science fiction and fantasy;
- e. develop and maintain formal and informal relationships with international non-profit societies, funds, or foundations which are organised to further similar objects to that of the Society; and
- f. liaise with other organisations, New Zealand government authorities, and the general public for coordination, collaboration, and education in effecting the above objects.

1.3.2 Pecuniary gain is not a purpose of the Society.

2 Managing Council

2.1 The Council

2.1.1 The Society shall have a managing council ("the Council") of not less than five (5) nor more than nine (9) members.

2.1.2 The Council shall be comprised of three (3) Officers (the President, the Secretary, and the Treasurer) and such other members as the Society shall decide.

2.1.3 Only Core Members of the Society may serve as Officers or Council Members.

2.1.4 At least three (3) Members of the Council must be New Zealand citizens or residents.

2.1.5 No individual may hold more than one position as an Officer of the Society.

2.2 Role of the Council

2.2.1 The Council shall conduct the affairs, wield the powers, and carry out the objects of the Society, using the Society's money or other assets to do so, unless the Council's power is limited by the Constitution, or by a majority decision of the Society.

2.2.2 The Council has the power to take actions which may be necessary to register and maintain charitable status of the Society in New Zealand.

2.2.3 The Council shall manage the Society's financial affairs, including setting accounting policies in line with generally accepted accounting practice, and approving the annual financial statements for presentation to the Members at each Annual General Meeting (AGM).

2.2.4 Decisions of the Council bind the Society, unless the Council's power is limited by these Rules or by a majority decision of the Society.

2.2.5 The Council has the power to appoint and remove, employ and discharge, and, except as otherwise provided in this constitution, prescribe the duties and fix the compensation, if any, of Officers, agents, committees, and employees of the Society.

2.2.6 The Council shall decide the times and dates for meetings and set the agenda for meetings.

2.2.7 The Council shall serve without compensation, and may not be compensated for rendering services to the Society in any capacity other than Councillor. They shall, however, be allowed reasonable reimbursement of expenses incurred in performance of their regular duties.

2.2.8 In the event that a Council member is accused of serious misconduct, the Council has the power to suspend that Council member pending a majority vote of the Society at a Society Meeting.

2.2.9 Matters not covered in this Constitution shall be decided upon by the Council.

2.3 Nomination of Council Members

2.3.1 Nominations for Councillors shall be called for at least twenty-eight (28) days before an AGM.

2.3.2 Nominations shall close not less than fourteen (14) days before the AGM. Any notification received after midnight will be considered invalid.

2.3.3 Each candidate shall be nominated in writing by a Core member and the completed nomination delivered to the Secretary.

2.3.4 Each candidate shall, before nominations close, signify in writing their acceptance of nomination.

2.3.5 All retiring members of the Council shall be eligible for re-election, if nominated.

2.3.6 If the position of any Councillor becomes vacant between AGMs, the Council may appoint another Core member to fill that vacancy until the next AGM.

2.4 Election of Councillors

2.4.1 Council members shall be elected to a two (2) year term, beginning at the conclusion of the AGM at which they are elected, and lasting until the conclusion of the AGM held in the year their term expires.

2.4.2 Council members may hold office for consecutive terms.

2.4.3 Council members shall be elected by majority vote of the Society at the AGM.

2.4.4 A Council member or Officer may be dismissed by resolution of a General Meeting of the Society, provided that:

- a. the resolution shows just cause for such dismissal;
- b. the draft resolution must have been delivered in writing to the Council member or Officer concerned at least twenty-one (21) days before the General Meeting, and
- c. the resolution must be passed by at least a two-thirds ($\frac{2}{3}$) majority of those voting.

2.4.5 An election of Officers shall be held annually by the Council at their first meeting following the AGM.

2.4.6 Officers shall be elected to a one (1) year term, beginning at the conclusion of the Council Meeting at which they are elected, and lasting until the conclusion of the meeting in which the Officers are elected the following year.

2.5 Disqualifications from serving on the Council

2.5.1 To be eligible to serve on the Council, a person must not:

- a. be a minor, that is under eighteen (18) years of age;
- b. be an undischarged bankrupt;
- c. have been convicted of a crime involving dishonesty (within the meaning of the Crimes Act 1961) or tax evasion or other offence under article 143B of the Tax Administration Act 1994 and sentenced within the last seven (7) years;
- d. be 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;
- e. be disqualified from being an officer of a charitable entity by the Charities Registration Board under article 31(4) of the Charities Act 2005;
- f. be subject to a property order under the Protection of Personal and Property Rights Act 1988, or have property managed by a trustee corporation under article 32 of that Act; or
- g. be subject to a compulsory assessment order under the Mental Health Act 1992.

2.6 Cessation of Council membership

2.6.1 If any Council member is absent from three (3) consecutive Council meetings without leave of absence, the President may declare that person's position to be vacant.

2.6.2 If any Council member allows their Society membership to lapse for more than thirty (30) days during their Council tenure, their position shall be deemed vacated.

2.6.3 Persons also cease to be Council members when:

- a. they resign by giving written notice to the Council;
- b. they are removed by majority vote of the Society at a Society meeting; or
- c. their term expires.

2.6.3 If a person ceases to be a Councillor, that person must within one (1) month give to the Council all Society documents and property.

2.7 Council Member Indemnity

2.7.1 Council members shall not be individually liable to the Society or any of its members for:

- a. any act or acts, or attempted act, done in exercise of, or pursuant to, any power or discretion vested in them by this Constitution or any bylaws, except for any acts which have been undertaken in bad faith; or
- b. any omission or omissions or non-exercise in respect of any obligation under this Constitution, bylaws or any other obligation imposed on them by virtue of their role, except losses or liabilities arising from their own dishonesty, wilful default or wilful breach of trust or negligence in the carrying out of their legal responsibilities.

2.7.2 Council members, and any other persons acting on behalf of the Council, shall be indemnified out of the Society's assets against all liabilities and expenses incurred in the exercise or attempted exercise of the powers and discretions vested in them.

2.7.3 The liability of Council members in connection with this constitution or at law, in equity, or on any other basis shall at all times be limited to the assets of the Society.

3 Society membership

3.1 Class of membership

3.1.1 There shall be two (2) classes of members:

- a. Support members
- b. Core members.

3.2 Support members

3.3.1 A Support member is any natural person who has paid a membership to the Council, or a full membership to a Committee of the Council empowered to accept such a payment.

3.3.2 Support members are recognised for enabling the pursuit of the Society's objectives with their support. This is a non-voting class of membership.

3.3.3 Support membership term is from the date of membership payment until:

- a. 31 January of the year after a membership payment to the Treasurer;
- b. one (1) year after the conclusion of the event held by the Committee that received the membership payment; or
- c. until the Society is wound up according to article 9.

3.3 Core members

3.3.1 Core members are an elected membership class.

3.3.2 Core membership is the only voting Society membership. Only Core members may propose or second motions.

3.3.3 To be eligible for election to Core membership, a person must be a Support member, and must apply to the Council in writing.

3.3.4 The Society members who sign this application are automatically Core members if they meet the criteria.

3.3.5 The Council shall approve applications that meet the requirements set forth in 3.3.3 to a limit of fifty (50) Core Members.

3.3.6 Core membership term is from the date of application approval until:

- a. Society membership lapses for more than 30 days; or
- b. until the Society is wound up according to article 9.

3.4 The Register of Members

3.4.1 The Secretary shall keep a Register of Members ("the Register"), which shall contain the names, postal address, and email address of all members, along with their class of membership and the date at which they became members.

3.4.2 If a member's contact details change, that member shall update their information with the Secretary.

3.4.3 Members shall have reasonable access to the Register. This access shall not be shared or misused.

3.5 Cessation of Membership

3.5.1 Any membership that has reached the end of its term and lapsed for more than 30 days without the individual paying additional membership fees is terminated.

3.5.2 Any member may resign by giving written notice to the Council. All membership rights will terminate upon receipt by the Council of a written resignation.

3.5.3 Membership may be terminated by the Society if the Council decides that a member is in breach of the Constitution or acting in a manner at odds with the objects of the Society.

3.5.4 Terminated memberships are no longer transferrable.

3.5.5 There is no refund of membership fees if a membership is terminated.

3.6 Rights and obligations of members

3.6.1 All members (and Councillors) shall promote the objects of the Society and shall do nothing to bring the Society into disrepute.

3.6.2 Except where expressly provided in the Incorporated Societies Act of 1908, membership shall not of itself impose any liability on the members.

4 Money and other assets of the Society

4.1 Funds of the Society

4.1.1 All funds belonging to the Society shall be paid to the Treasurer, or such other person appointed for that purpose by the Council, who shall keep correct accounts, books and records showing the details of the financial affairs of the Society.

4.1.2 The Treasurer, or such other person appointed for that purpose, shall pay into the Society's account at such bank or banks as the Council may direct, all funds they receive.

4.1.3 All payments shall be approved by the Council.

4.1.4 Any income, benefit or advantage must be used to advance the charitable purposes of the Society.

4.1.5 No member of the Society, or anyone associated with a member, is allowed to take part in or influence any decision made by the Society in respect to payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.

4.1.6 Any payments made to a member of the Society, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between two unrelated parties.

4.2 Additional powers

4.2.1 The Society may:

- a. employ people for the purposes of the Society;
- b. exercise any power a trustee might exercise;
- c. invest in any investment that a trustee might invest in;
- d. borrow money and provide security for that only if authorised by majority vote at a Society meeting.

4.3 Financial year

4.3.1 The financial year of the Society begins on 1 January of every year and ends on 31 December of that year.

5 Conduct of Society meetings

5.1 Society meetings

5.1.1 A Society meeting is either an Annual General Meeting (AGM) or a Special General Meeting (SGM).

5.1.2 A quorum for a Society meeting is ten (10) voting members. No Society meetings may be held without a quorum.

5.1.3 Society meetings shall be Chaired by the President or someone appointed by the President to chair the meeting. If no one has been appointed to chair a meeting, the Council shall appoint someone to Chair that meeting. Any person Chairing a Society meeting has a casting vote.

5.1.4 All members may attend Society Meetings, but only voting members may vote. Each voting member has one vote, except the chair of the meeting who has a casting vote.

5.1.5 All speakers shall address the meeting through the Chair. Speakers shall avoid personalities, impropriety, irrelevance and repetition. Speakers shall confine themselves to the matter under discussion.

5.1.6 Voting members may attend Society meetings via videoconference or teleconference, and such participation in meetings shall be governed as if they were physically present.

5.1.7 If a voting member will not be present in person or electronically at a Society meeting but wishes to vote, they may give their vote in writing to the Secretary or President of the Society. There is no proxy voting.

5.1.8 If for any Society meeting, a quorum is not present within thirty (30) minutes of the appointed start time, the meeting Chair shall adjourn the meeting. Unless those present determine a date for the adjourned meeting (not earlier than five (5) days from the date of the adjourned meeting) the adjournment shall be for a meeting at the same time and place, providing the venue will be available, one (1) week from that day.

5.1.9 If the Secretary has sent a notice to the members in good faith, the meeting and its business will not be invalidated simply because one (1) or more members do not receive the notice.

5.2 Motions at AGMs

5.2.1 Any voting member may request that a "Member's Motion" be voted on at an AGM, by giving written notice to the Secretary at least twenty-one (21) days before that meeting. The voting member may also provide "Member's Information" in support of the motion. The Council may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least ten (10) voting members:

- a. it must be voted on at the Society meeting chosen by the member, and;
- b. the Secretary must give the Member's Information to all members at least fourteen (14) days before the Society Meeting chosen by the member, or;
- c. if the Secretary fails to do this, the member has the right to raise the motion at the following Society meeting.

5.2.2 The Council may also decide to put forward motions for the voting members to vote on ("Council Motions") which shall be suitably notified.

5.2.3 Written notice of the motion(s) to be moved at a Society meeting shall be forwarded or made available to each member at least fourteen (14) days before the date of the meeting.

5.2.4 At any Society meeting no motion not included in the notice calling the meeting may be proposed, discussed or put to the vote except by consent of two-thirds ($\frac{2}{3}$) of the voting members present or as stated in article 5.2.1.

5.2.5 On any given motion at a Society meeting, the Chair shall in good faith determine whether to vote by voices, show of hands, or secret ballot.

5.2.6 However, if any voting member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, in the event of a tie, the President will have a casting vote.

5.3 Annual General Meetings (AGM)

5.3.1 The AGM shall be held once every year no later than six (6) months after the Society's balance date (1 January). The Council shall determine when and where the Society shall meet within those dates.

5.3.2 At least twenty-eight (28) days' notice of the AGM shall be forwarded or made available to all members.

5.3.3 Before an AGM, the Secretary shall:

- a. forward or make available to all members at least twenty-eight (28) days prior, notice of the meeting time, date, and location.
- b. forward or make available to all voting members at least fourteen (14) days prior "Meeting Papers" which shall include:
 - i. an agenda detailing business to be conducted at the AGM;
 - ii. minutes of the previous Society meeting(s);
 - iii. the President's Report on the Society's operations;
 - iv. the Treasurer's Report on the finances of the Society;
 - v. the Treasurer's Annual Financial Statements as approved by Council;
 - vi. notice of any motions and the Council's recommendations about those motions; and
 - vii. any other documentation that will aid the members of the Society in conducting the business of the AGM.

- c. forward or make available to all voting members at least seven (7) days before the meeting a list of nominees to Council and information provided by the nominees, not to exceed 400 words per nominee.

5.3.3 At an AGM, the Society shall:

- a. receive any minutes of the previous Society Meeting(s);
- b. receive the President's Report on the business of the Society;
- c. receive the Treasurer's Report on the finances of the Society, and the Annual Financial Statements;
- d. elect by ballot the Council who shall take office at the conclusion of the AGM;
- e. decide on any motions to be considered; and
- f. conduct any general business.

5.4 Special General Meetings (SGM)

5.4.1 An SGM shall be called:

- a. at any time by the President or by resolution of the Council; or
- b. at any time on written request signed by at least ten (10) voting members, provided the requisition to call such a meeting states the motions to be moved thereat, and all accompanying information required regarding the motions.

5.4.2 An SGM shall be called for a date not earlier than fourteen (14) days or later than thirty-five (35) days following the receipt of a requisition to hold such a meeting.

- a. If the SGM is not called within the time allotted, the members signing the requisition shall have the power to convene the SGM.

5.4.3 The Council may also decide to put forward motions for the voting members to vote on ("Council Motions") which shall be suitably notified.

5.4.4 Before an SGM, the Secretary shall:

- a. forward or make available to all members at least fourteen (14) days prior notice of the meeting date and location.
- b. forward or make available to all voting members at least fourteen (14) days prior "Meeting Papers" which shall include:
 - i. an agenda detailing business to be conducted at the AGM;
 - ii. notice of any motions and the Council's recommendations about those motions; and
 - iii. any other documentation that will aid the members of the Society in conducting the business of the SGM.

5.4.5 At an SGM, the Society shall:

- a. decide on any motions to be considered; and
- b. conduct any general business.

6 Common seal

6.1 Common seal

6.1.1 The Council shall provide a common seal for the Society and may from time to time replace it with a new one.

6.1.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Council. Every document to which the common seal is affixed shall be signed by the President and countersigned by one other member of the Council.

7 Altering the constitution

7.1 Altering the constitution

7.1.1 These articles are the constitution of the Society under the terms of the Incorporated Societies Act 1908 (as amended)

7.1.2 These articles may be altered, added to or rescinded only in accordance with the following procedure:

- a. Any proposal to amend the Objects articles, the Money and other assets articles, or the Winding up articles must include legal advice as to whether the amendment is likely to affect the status of the Society in terms of ability to obtain or retain charitable status.
- b. No alteration, addition or deletion of Society objects shall change the Society's essential functions as given by the present constitution.
- c. A proposal to amend the constitution may be submitted by any voting member of the Society according to the procedure detailed in 5.2.1 or 5.4.1.
- d. No motion proposing any amendment to this constitution at any meeting of the Society shall be deemed to have passed unless two-thirds ($\frac{2}{3}$) of the votes cast were in favour.

7.1.3 Once a constitutional change is approved by a Society meeting, no change shall take effect until the Secretary has filed the revised constitution with the Registrar of Incorporated Societies.

8 Bylaws

8.1 Bylaws to govern the Society

8.1.1 The Council may from time to time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to this constitution or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the current bylaws shall be available for inspection by any member on request to the Secretary.

9 Winding up

9.1 Winding up

9.1.1 If the Society is wound up:

- a. the Society's debts, costs and liabilities shall be paid;
- b. surplus money and other assets of the Society may be disposed of only by resolution to a specific non-profit Society, Fund, or Foundation which is:
 - i. organised to further similar charitable objects to those of the Society;
 - ii. prohibited from distributing its income or property among its members to an equal or greater extent than this Society.