

# **Rules of NZ Games Association Incorporated**

## **The Society**

### **1.0 Name**

1.1 The name of the society is NZ Games Association Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 5<sup>th</sup> June 2009.

### **2.0 Registered Office**

2.1 The Registered Office of the Society is 2C Handley Ave, Devonport, Auckland 0624.

### **3.0 Purposes of Society**

3.1 The purposes of the Society are to:

- (a) To support NZ Games Designers.
- (b) To promote NZ games.
- (c) To function as an Association for the benefit of the interests of members and the advancement of the NZ Games Industry.
- (d) To further, protect, encourage and promote by all or any lawful means the interests of the members.
- (e) To secure to the Association all the advantages of lawful unanimity of action.
- (f) To provide such services for members as are decided upon from time to time.
- (g) To raise funds by means of subscriptions of members and levies on members or in any other manner howsoever for all the purposes and objects of the Association in such amounts and in such manner
- (b) Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

## **MANAGEMENT OF THE SOCIETY**

### **4.0 Managing Committee**

4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- (a) The Chairperson;
- (b) The Secretary;

- (c) The Treasurer; and
- (d) Other Members as the Society shall decide.

4.2 Only Ordinary Members of the Society may be Committee Members.

4.3 There shall be a minimum of four Committee Members and a maximum of ten Committee Members.

## **5.0 Appointment of Committee Members**

5.1 At a Society Meeting, the Ordinary Members may decide by majority vote:

- (a) How large the Committee will be;
- (b) Who shall have the title of Chairperson, Secretary, and Treasurer;
- (c) Whether any Committee Member may have more than one title;
- (d) How long each person will be a Committee Member ('the Term').

## **6.0 Cessation of Committee Membership**

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

## **7.0 Nomination of Committee Members**

7.1 Nominations for Members of the Committee shall be called for at least 14 days before a General Meeting. Each candidate shall be proposed and seconded in writing by Ordinary Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. The Secretary shall post all nominations on a suitable notice board at least two days before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of any Committee Member becomes vacant between Society Meetings, the Committee shall appoint another Committee Member to fill that vacancy until the next Society Meeting.

7.3 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

## **8.0 Role of the Committee**

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

Administer, manage, and control the Society;

Carry out the purposes of the Society, and Use Money or Other Assets to do that;

Manage the Society's bank accounts;

Ensure that all Members follow the Rules;

Decide how a person becomes a Member, and how a person stops being a Member;

Review Membership;

Decide the times and dates for Meetings, and set the agenda for Meetings;

Decide the procedures for dealing with complaints;

Set Membership fees, including subscriptions and levies;

Make regulations.

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

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

## **9.0 Roles of Committee Members**

9.1 The Chairperson's role is to:

(a) Ensure that the Rules are followed;

(b) Convene Meetings;

(c) Chair Meetings, deciding who may speak and when;

(d) Oversee the operation of the Society;

(e) Give a report on the operation of the Society at each Annual General Meeting;

(f) Advise the Registrar of Incorporated Societies of any rule changes;

(g) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

9.2 The Secretary's role is to:

(a) Record the minutes of Meetings;

(b) Keep the Register of Members;

(c) Hold the Society's records, documents, and books;

(d) Receive and reply to correspondence as required by the Committee;

(e) Retain the common seal of the Society, if the Society has a common seal.

9.3 The Treasurer's role is to:

(a) Collect and receive all payments made to the Society. These payments must be banked within seven days after the Treasurer receives them;

- (b) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Society decides this in a Meeting.
- (d) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Ordinary Members at an Annual General Meeting.

## **Society membership**

### **10.0 Membership**

10.1 A Member is either an Ordinary Member or an Associate Member.

10.2 A Member can be an individual or corporate body (e.g. other incorporated society, company or charitable trust). Any corporate body that is a Member shall be treated as a single Member, and shall exercise their rights of membership through one of their Directors, Executive or partners who shall be nominated for this purpose.

10.2 An Ordinary Member has the rights and responsibilities set out in these Rules, including the right to vote.

10.3 An Associate Member does not have the right to vote.

10.4 The Signatories to these Rules shall be the first Ordinary Members of the Association.

10.5 Membership of the Association shall not confer on any member thereof any estate or proprietary right interest or share in the Funds and property of the Association nor shall any person be personally liable for any of the liabilities of the Association.

10.6 Ordinary Membership is restricted to NZ Games Designers. The Committee shall have complete discretion to determine whether an Applicant for Ordinary Membership fulfils this requirement.

10.7 Associate Membership is available to

- (a) NZ Games Retailers who stock a reasonable number of NZ games
- (b) NZ Games Distributors who distribute a reasonable number of NZ games
- (c) New game developers who are developing NZ games
- (d) Graphic Designers who have produced graphics for NZ games
- (e) Printers & Print Brokers who have printed NZ games

10.8 The Committee shall have complete discretion in determining whether any applicant for Membership meets the necessary membership requirements.

### **11.0 Admission of Members**

11.1 To become an Ordinary Member or an Associate member, a person ("the Applicant") must:

- (a) Complete an application form, if the Committee requires this; and
- (b) Supply any other information the Committee requires.

11.2 The Committee may interview the Applicant when it considers Membership applications.

11.3 The Committee shall have complete discretion when it decides whether or not to let the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

11.4 Upon any Applicant being admitted to membership the Applicant shall forthwith pay to the Association such entrance fee and annual subscription as may from time to time be fixed by the Association.

### **12.0 The Register of Members**

12.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the addresses and telephone numbers of all Members, and the dates at which they became Members.

12.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Secretary.

12.3 Each Member shall provide such other details as the Committee requires.

### **13.0 Cessation of Membership**

13.1 Any Member may resign by giving written notice to the Secretary.

13.2 A Member may have his or her Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

- (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
- (iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
- (iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.
- (b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Ordinary Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- (d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- (e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

13.3 A Member may have his or her Membership terminated by the Committee if the Committee in its absolute discretion determines that the Member no longer meets the requirements for membership of the Association. If the Member chooses to appeal the termination, they can do so by giving written notice to the Secretary and the Member will have the right to be fairly heard at the next Committee Meeting.

## **14.0 Re-admission of former Members**

14.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Society, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

## **15.0 Obligations of Members:**

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **Money and other assets of the society**

### **16.0 Use of Money and Other Assets**

16.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Society.

### **17.0 Joining Fees, Subscriptions and Levies**

17.1 The Society shall decide by majority vote at a Society Meeting:

- (a) What a Member must pay to join the Society ("Joining Fee"); and
- (b) What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

17.2 The Committee may by majority vote impose a levy or levies on Members up to a maximum total of \$200.00 in any one financial year.

17.3 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

### **18.0 Additional Powers**

18.1 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 if authorised by Majority vote at any Society Meeting.

## **19.0 Financial Year**

19.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

## **20.0 Cheques**

20.1 Any Payment made by the Society above a value of twenty dollars must be by Cheque or electronic deposit.

20.2 All Cheques must be signed by the Chairman or Treasurer, and countersigned by one other Committee Member.

## **21.0 Appointing an Auditor**

21.1 At an Annual General Meeting, the Society may by majority vote appoint someone to audit the Society ("the Auditor"). The Auditor shall audit the Society's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

## **Conduct of meetings**

### **22.0 Society Meetings**

22.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

22.2 The Annual General Meeting shall be held once every year between 1 April and 31 August. The Committee shall determine when and where the Society shall meet within those dates.

22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Ordinary Members.

22.4 The Secretary shall give all Ordinary Members at least 14 days written notice of:

- (a) The business to be conducted at any Society Meeting;
- (b) A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
- (c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members

with information exceeding one side of an A4 sheet of paper per Nominee).  
(d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Ordinary Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.5 All Members may attend Society Meetings. All Ordinary Members may vote at Society Meetings

22.6 No Society Meeting may be held unless at least five Ordinary Members attend.

22.7 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Society Meeting. If the Secretary is also absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.

22.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Ordinary 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, the Chairperson will have a casting vote.

22.9 The business of an Annual General Meeting shall be:

- (a) Any minutes of the previous Meeting(s);
- (b) The Chairperson's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business; and
- (g) Approval of plans for the balance of the current and next calendar years.

## **23.0 Motions at Society Meetings**

23.1 Any Ordinary Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee 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 a quarter of all Ordinary 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 Ordinary Members at least 14 days before the Society Meeting chosen by the Member; or If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

23.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions").

## **24.0 Committee Meetings**

24.1 No Committee Meeting may be held unless more than half of the Committee Members attend.

24.2 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.

24.3 Decisions of the Committee shall be by majority vote.

24.4 The Chairperson or person acting as Chairperson has a casting vote.

24.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

24.6 Subject to these Rules, the Committee may regulate its own practices.

## **Signing of documents.**

### **25.0 Signing of Documents**

25.1 The Society shall have a common seal. A document shall be executed on behalf of the Society if:

(a) The common seal is attached to the document; and

(b) The document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Committee.

## **Altering the rules**

### **26.0 Altering the Rules**

26.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Ordinary Members present and voting.

26.2 Any proposed motion to amend or replace these Rules shall be signed by at least 5 Ordinary Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

26.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Ordinary Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

26.4 When a Rule change is approved by a General Meeting the Managing Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

## **Winding up**

### **27.0 Winding up**

27.1 If the Society is wound up:

The Society's debts, costs and liabilities shall be paid; Surplus Money and Other Assets of the Society may be disposed of:

- (i) By resolution; or
- (ii) According to the provisions in the Incorporated Societies Act 1908; but No distribution may be made to any Member; the Surplus Money and Other Assets shall be distributed to World Vision NZ.

### **28.0 Definitions**

28.1 In these Rules:

- (a) "Cheque" means a personal cheque or a bank cheque.
- (b) "Committee" means the Committee of the Society.
- (c) "Committee Meeting" means a meeting of the Committee.
- (d) "Committee Member" means any Member who is on the Committee.
- (e) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (f) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- (g) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (h) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (i) "Rules" means these rules, being the rules of the Society.

- (j) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (k) "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.
- (l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.
- (m) "The Society" and "The Association" mean the NZ Games Association.
- (n) "Games" means physical games including board games and card games, but excluding computer games, video games and software.