

# **SAGA Incorporated Constitution**

Confirmed as correct  
30 August 2022

## **Part 1**

### **The Society**

#### **1. Name**

- (1) The name of the Society is SAGA Incorporated.

#### **2. Aim of the Society**

- (1) The aim of the Society is to encourage the hobby of gaming, including but not limited to role-playing games, wargames, board games, and card games, and to aid its Members in the pursuit of these hobbies.

## **Part 2**

### **Management of the Society**

#### **3. The Committee**

- (1) The Executive Committee (“the Committee”) of the Society consists of five Executive Officers: the President, Secretary, Treasurer, Quartermaster, and Promotions Officer.
- (2) The Executive Committee may also consist of any number of General Officers, with powers and responsibilities to be determined by the Executive Officers.
- (3) An Executive Officer must act in accordance with policy decided at a General Meeting.
- (4) No Officer shall be given a responsibility at a meeting where they are not present, unless they have already expressed to the Committee a wish to accept that responsibility.

#### **4. Appointment of the Committee**

- (1) Executive Officers are elected at the Annual General Meeting of the Society.
- (2) Unless otherwise specified by **clause (3)**, Executive Officers take office on the 1st of January of the year following their election, and hold office until their resignation or the 31st of December that same year.
- (3) Once elected, an Executive Officer may take office at any point before the date specified in **clause (2)**, as long as:
  - (a) Both the Member currently holding the office (“the outgoing Officer”) and the newly-elected member consent.
  - (b) The Member currently holding the office (“the outgoing Officer”) resigns their position on or before this date.
- (4) Only Members of the Society are eligible for election to and to hold office in the Executive Committee.
- (5) The Executive Committee may, at its own discretion and with the consent of said Member, appoint any Member of the Society to be a General Officer.

#### **5. Cessation of Committee membership**

- (1) Persons cease to be members of the Committee when:
  - (a) They resign by giving written notice to the Committee.
  - (b) They are removed by a majority vote of the Society at a General Meeting.
  - (c) Their term expires.
- (2) Should an Officer of the Society cease to be a Member of the Society, they also cease to be an Officer of the Society.
- (3) Should an Executive Officer cease to be a member of the Committee, the Committee must ensure that the vacated position is filled within four weeks of the cessation of the previous Officer’s term.

#### **6. Roles of Committee members**

- (1) The President is responsible for:
  - (a) Overseeing the operation of the Society;
  - (b) Convening and chairing meetings of the Society;
  - (c) Ensuring that the Constitution of the Society is followed;
  - (d) Providing a report on the operations of the Society at each Annual General Meeting.
- (2) The Secretary is responsible for:
  - (a) Recording the minutes of all General Meetings of the Society;
  - (b) Keeping the register of Members;
  - (c) Holding the Society’s records and documents except those required by the Treasurer;

- (d) Conducting Society correspondence as required by the Committee;
  - (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
  - (f) Advising the Registrar of Incorporated Societies of any rule changes.
- (3) The Treasurer is responsible for:
- (a) Keeping proper accounting records of the Society's financial transactions;
  - (b) Preparing annual financial statements for presentation at each Annual General Meeting;
  - (c) Providing a financial report at each Annual General Meeting;
  - (d) Providing financial information to the Committee as the Committee determines.
- (4) The Promotions Officer is responsible for:
- (a) Promoting the Society to potential Members;
  - (b) Issuing notices to the Society as required by the Committee;
  - (c) Publishing Society-related materials as required by the Committee;
  - (d) Maintaining and updating the Society's website;
  - (e) Maintaining and updating any other assets used by the Society to communicate with others.
- (5) The Quartermaster is responsible for:
- (a) Maintaining and cataloguing the Society's asset collection;
  - (b) Providing games from this collection to the Society's Members, as requested;
  - (c) Advising the Committee on any asset purchases, in collaboration with the Treasurer.

#### **7. Committee meetings**

- (1) A Committee Meeting may be called by any Executive Officer ("the Calling Officer"). All Officers must be notified of the meeting at least one week before the meeting. A meeting may be held earlier if all Officers agree.
- (2) The Calling Officer may specify that the Committee Meeting be either Open or Closed. By default, Committee Meetings are Open.
- (3) Any Member of the Society may attend an Open Committee Meeting. Non-members may attend an Open Committee Meeting at the invitation of the Committee.
- (4) Only Officers of the Society may attend a Closed Committee Meeting.
- (5) The Secretary must make the Agenda for a Committee Meeting available to all members of the Committee at least twenty-four hours before the start of the Meeting.
- (6) The quorum for a meeting of the Committee is three Executive Officers. Any motion made at such a meeting requires at least three votes to pass.
- (7) If any vote in a Committee Meeting is tied, the President of the Committee has the deciding vote.

### **Part 3**

#### **Society membership**

##### **8. Admission of Members**

- (1) A person becomes a Member by paying the annual subscription fee to an Officer of the Society, providing the required information, and receiving a receipt.
- (2) There are two classes of Members:
  - (a) Student Members, who must be current members of the University of Canterbury Students Association;
  - (b) Non-student Members, who must be at least 16 years of age.
- (3) The rights and privileges of Membership commence on payment of the annual subscription fee, and end on the day after "Clubs Day" of the following year.
- (4) The annual subscription fees for each class of Member of the Society will be decided by the active executive at the beginning of the year.

##### **9. Cessation of Membership**

- (1) Membership may be resigned by giving written notice to the Secretary.
- (2) Membership may be suspended or revoked by a majority vote at a General Meeting.
- (3) Membership ceases on the death of the Member.

**10. Admittance of non-Members**

- (1) Non-Members may be permitted to attend the activities of the Society. The Committee is to decide on the regulations that will be enforced on such occasions.

**11. The Register of Members**

- (1) The Secretary shall keep a register of Members (“the Register”), which shall contain the name and contact details of each Member, their student number (if applicable), and the date at which they became a Member.
- (2) If a Member’s contact details change, that Member shall provide said contact details to the Secretary.
- (3) Each Member shall provide such other details as the Committee requires.
- (4) Members shall have reasonable access to the Register of Members.

**12. Resolution of disputes**

- (1) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Constitution 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:
  - (a) Explain how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society;
  - (b) 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.
  - (c) 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.
  - (d) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Society or to the University of Canterbury Student’s Association.
- (2) 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.
- (3) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a General Meeting, held within the following 28 days. 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 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 their right to be heard until the following General Meeting.
- (4) When the Member is heard at a General Meeting, the Society may question the Member and the Committee Members. 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.
- (5) If the Member wishes, they may instead appeal the decision to a representative of the UCSA. The Member must inform the Committee in writing of their decision, and the Committee must organise a meeting between themselves, a UCSA representative, and the Member within 14 days or, if this is unfeasible, as soon as possible. At this meeting, the UCSA representative may veto the Committee’s decision to terminate the Member’s Membership if the representative feels that the decision was not made in good faith.

## Part 4

### Money and other assets of the Society

#### 13. Society funds

- (1) The funds of the Society are applied only towards the promotion of the objects of the Society. No portion of the funds is paid directly or indirectly to any Member of the Society, except as reimbursement for expenditure approved by the Committee, upon presentation of proof of that expenditure.
- (2) The funds of the Society will be handled by the Treasurer, as directed by the Committee. The bulk of Society funds should be held in an appropriate financial institution.
- (3) The accounts of the Society must have two signatories from the Committee for any withdrawals, cheques, or transfers, one of whom must be the Treasurer or the President.

#### 14. The Common Seal

- (1) The common seal of the Society will be held by the Secretary.
- (2) The common seal may only be used after a successful motion at a Committee meeting.

## Part 5

### Conduct of meetings

#### 15. Procedures during General Meetings

- (1) A General Meeting is either an Annual General Meeting or a Special General Meeting.
- (2) The quorum of a General Meeting is 15 Members of the Society or 25% of the Society Membership, whichever is less.
- (3) Every General Meeting must have an assigned chairperson, whose duty is to run the meeting and act as an impartial judge.
  - (a) The President shall chair the General Meeting, if they are available.
  - (b) If the President is unavailable, the attending Committee must select one of their number to chair the meeting.
  - (c) The current Chair may, at any point, appoint any other consenting Member to the position of chair *pro tem* for a given duration.
  - (d) Any Member may move that the position of chair be ceded to another member, if they believe that the current chair is unable to carry out their duties.
- (4) The chairperson is forbidden from debating for, or against, a motion during the meeting.
- (5) The chairperson has a casting vote should equal voting occur at a meeting.
- (6) All voting at meetings of the Society is by a show of hands unless a secret ballot is called for, in which case such a request is always successful.
- (7) Officers may be removed from their position by a majority vote in a General Meeting.

#### 16. Annual General Meetings

- (1) The Annual General Meeting of the Society shall be held during the third or fourth term of the academic year of the University of Canterbury, unless circumstances prevent this, in which case it shall be held as near to this date as is reasonable.
- (2) Notice of an Annual General Meeting must be advertised to the Society at least fourteen days prior to the meeting.
- (3) Members may submit items for the agenda at least 7 days before the Annual General Meeting.

#### 17. Special General Meetings

- (1) A Special General Meeting may be called by the Committee, and must be called when requested by 15 Members or 25% of the Society Membership, whichever is less.
- (2) A Special General Meeting may deal with any business normally dealt with at an Annual General Meeting, including election of Officers to the Committee.
- (3) A Special General Meeting must be held no earlier than seven days and no later than fourteen days after the decision to hold it has been made.
- (4) Notice of a Special General Meeting must be advertised to the Society at least seven days prior to the meeting.

## **Part 6**

### **Society Constitution and bylaws**

#### **18. The Constitution**

- (1) The Secretary must make available a copy of this Constitution, as well as the Society's bylaws and standing rules, to any Member of the Society upon request.
- (2) This Constitution can only be altered at a General Meeting of the Society.
- (3) A motion to alter the Constitution requires a three-fourths majority vote in its favour to be carried.
- (4) No addition to or alteration or recession of the Constitution shall be approved if it affects the non-profit aims section (**section 2**), personal benefit clause (**clause 13(1)**), or the winding up section (**section 20**).
- (5) Notice of proposed constitutional changes must be advertised to the Society and delivered to the President at least 7 days prior to the General Meeting at which they will be voted upon.

#### **19. Committee Bylaws**

- (1) Any Member of the Society may propose the creation or amendment of bylaws, by which the Society must adhere. The purpose of the Society's bylaws must be either to further the goals of the Society (see **section 2**) or to ensure the efficient running of Society business. Bylaws cannot contravene the Constitution.
- (2) Excepting the Executive Committee (see **clause (3)** below), Members of the Society may only create or amend bylaws at a General Meeting, subject to the following:
  - (a) Notice of proposed changes to the Society's bylaws must be advertised to the Society as a whole and delivered to the President at least 14 days prior to the General Meeting at which they will be voted upon.
  - (b) A motion to create or amend the Society's bylaws must receive a three-quarters majority vote in its favour to pass.
- (3) Notwithstanding **clause (2)** above, the Executive Committee may create or amend bylaws outside of a General Meeting subject to the following:
  - (a) The Executive Committee must advertise the proposed bylaw or amendment, in full, to the Society as a whole.
  - (b) Members of the Society have 14 days from the advertisement of the proposal to object, in writing, to the Executive Committee.
  - (c) If, by the end of the 14 day period, no member of the Executive Committee has received an objection to the proposal, the proposal may then come into effect.
  - (d) Should any Member of the Society object to the proposal within the 14 day period specified, then the proposal is subject to the process specified in **clause (2)** above as if proposed by any other Member of the Society.

## **Part 7**

### **Winding up**

#### **20. Winding up**

- (1) The Society can be wound up by a simple majority at a General Meeting. The resolution must be confirmed by a subsequent General Meeting to be held not earlier than 30 days after the date of the resolution to be confirmed.
- (2) If upon the winding up or dissolution of the Society 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 Society but shall be given or transferred to, or placed in trust for, some other organisation or body having objects similar to the objects of the Society, or to some other charitable organisation or purpose, within New Zealand.