

Canterbury Historical Fencing Club Inc. – Constitution

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Revised 1 April 2024

1 Name

1. The organisation shall be called “Canterbury Historical Fencing Club Incorporated”, hereafter referred to as the Club.

2 Mission Statement

1. The mission statement of the Club shall be “To promote and encourage the study and practice of historical fencing and related Historical European Martial Arts.”

3 Jurisdiction

1. The Club shall have jurisdiction to carry out its Objectives in accordance with this Constitution, and in accordance with the policies and Constitutions of organisations to which it has affiliated, hereafter referred to as the Associations, provided these do not conflict with the Objectives of the Club.

4 Objectives

1. The following shall be the Objectives of the Club:
 1. To provide learning and training opportunities in historical fencing for members.
 2. To develop members as students, practitioners, and instructors in historical fencing and related historical European martial arts.
 3. To provide the opportunity for members to compete in tournaments and other competitions.
 4. To affiliate and work with the Associations and other relevant organisations in the promotion of historical European martial arts.
 5. To expand the membership of the Club in furtherance of the above Objectives.

5 Powers

1. Within the bounds of the Club’s Constitutions and Policies, and in whatever manner is agreed to be in the best interests of the Club’s Objectives, the

Club shall be empowered to:

1. Promote the Club and its Objectives.
2. Appoint and remove Club Officers, and define position descriptions.
3. Delegate duties and co-opt or appoint sub-committees or individuals.
4. Arrange and control tournaments or other competitions, or delegate the power to do so.
5. Affiliate to, de-affiliate from, and co-operate with other organisations.
6. Disseminate information about members for purposes in accordance with the Objectives of the Club, subject to members' written consent, and in accordance with New Zealand privacy laws.
7. Raise funds through subscriptions, levies, investments, fundraising, sponsorship, and donations.
8. Apply income and funds to the promotion of the Objectives of the Club.
9. Lend, invest, borrow, raise or secure the payment of money.
10. Acquire by purchase, lease or grant any property or rights.
11. Manage, let, sell, exchange or otherwise deal with property of the Club.
12. Incur liabilities.
13. Insure property and employees of the Club.
14. Enter into and terminate contracts.
15. Have and apply drug testing procedures.
16. Have and apply disciplinary procedures.
17. Apply disciplinary actions to any Club Member, including the application of fines and suspension or expulsion from Club membership.
18. Alter the Club's Constitution.
19. Make or alter Policies, Rules and Guidelines.
2. The Club shall only accept members according to the Constitution and Policies of the Club.

6 Incorporation

1. The Club shall be an Incorporated Society registered with New Zealand's Registrar of Incorporated Societies.

2. There shall be a Registered Office of the Club, which shall be:
 1. At the address appointed by the Club Committee.
 2. Registered with the Registrar of Incorporated Societies. The Club shall register all changes of address within fourteen days of the change.

7 Club Membership

1. The Club shall accept and give rights to members according to the Constitution and relevant Policies.
2. Membership is contingent on payment of Club Membership fees.
3. Club Membership lapses automatically after 60 days of non-payment of Club Membership fees, unless alternative arrangements have been made with the Club Committee.
4. Participants may be suspended or expelled from Club Membership at any Club Committee or General Meeting for any cause the meeting deems sufficient.
5. Every applicant for membership must consent in writing to becoming a Member.
6. An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as required by the Club Committee. The Club Committee may accept or decline an application for membership, and must advise the applicant of its decision, but is not required to provide reasons for that decision.
7. Every Member shall provide the Club with that Member's name and contact details, and promptly advise the Club of any changes to those details.
8. Membership does not confer on any Member any right, title, or interest in the property of the Club.
9. All Members shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute. A Member is only entitled to exercise the rights of membership, (including attending and voting at General Meetings, and accessing or using the Club's premises, facilities, equipment and other property) if all fees have been paid to the Club by the due date, but no Member is liable for an obligation of the Club by reason only of being a Member.
10. The Committee may decide what access or use Members may have to or of any premises, facilities, equipment or other property owned, occupied or otherwise used by the Club, including any conditions of and fees for such access or use.

11. A Member of the Club ceases to be a Member:
 1. on death, or
 2. by resignation by notice to the Secretary, or
 3. on termination of membership following a dispute resolution process under the Policies of the club.

Cessation of membership takes effect from the death of the Member or the date of receipt by the Secretary of a notice of resignation, or any subsequent date stated in the notice of resignation, or the date of termination of membership following a dispute resolution process.

12. A Member who resigns or whose membership is terminated under these Rules:
 1. remains liable to pay all fees to the Club's next balance date,
 2. shall cease to hold himself or herself out as a Member of the Club, and
 3. shall return to the Club all material loaned by the Club to the former Member
 4. shall cease to be entitled to any of the rights of a Club Member.
13. Any former Member may apply for re-admission in the manner prescribed for new Members, 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.

8 Club Committee

1. The Club Committee shall be responsible for coordinating efforts to achieve the Club's Objectives, and shall be comprised of the following Officers elected from the Club Membership annually at the AGM:
 1. A Chairperson
 2. A Secretary
 3. A Treasurer
 4. A Marketing and Promotions Officer
 5. A Health and Safety Officer
 6. A Quartermaster
 7. A Head instructor

2. A single person may at one time hold more than one Committee role, but not more than two roles. However no two of the Chairperson, Secretary, or Treasurer roles may be held by a single person at a time.
3. The Club Committee shall be empowered to:
 1. Carry out the Objectives of the Club according to its Constitution and Policies.
 2. Appoint, as necessary, Disciplinary Tribunals, and to enforce disciplinary action as required by the policies of the Club.
 3. Appoint one or more delegates to represent the Club as required at meetings of the Associations, and vote according to the Policies of the Club.
4. The common seal of the Club must be kept in the custody of the Secretary. It may be affixed to any document:
 1. by resolution of the Committee, and must be countersigned by two Committee Members, or
 2. by such other means as the Committee may resolve from time to time.
5. The term of office for each officer is 5 years, with —
 1. 4 consecutive terms being the maximum an officer or chairperson can serve.
6. Removal of an officer can be undertaken through the disputes process for the following reasons:
 1. Failure to Fulfill Duties.
 2. Misconduct or Mismanagement.
 3. Breach of Constitution or Policy.
 4. Loss of Confidence.
 5. Conflict of Interest.
 6. Incapacity or Incompetence.
 7. Violation of Law.
 8. Repeated Violations.

Removal shall be undertaken as per the Disputes process outlined in this Constitution.

7. Elected officers must carry out the following duties while acting in their role:
 1. Act in good faith and in the best interests of the club.
 2. Exercise powers for proper purposes only.

3. Comply with the Incorporated Societies Act 2022 and the constitution.
4. Exercise reasonable care and diligence.
5. Not create a substantial risk of serious loss to creditors.
6. Not incur an obligation the officer doesn't reasonably believe the club can perform.
8. Newly elected Officers shall provide Written Consent of their acceptance of the position.

9 General Meetings

1. The Club shall hold an Annual General Meeting (AGM) approximately 90 days before the end of each calendar year. The following Schedule of Deadlines shall apply:
 1. 4 Weeks Prior: Notice of date, time and place of AGM to be provided to all Club Members.
 2. 2 Weeks Prior: All notified reports, motions and remits to be submitted to the Secretary.
 3. 1 Week Prior: Agenda and notified items to be provided to the Club Committee, and available on request to any Club Member.
 4. 2 Weeks After: AGM Minutes to be provided to the Club Committee.
2. Upon notice in writing requesting a Special General Meeting (SGM), signed by not less than one third of the Club Members, being delivered to the Club Committee, the Club shall convene a SGM to be held not later than 6 weeks after receipt of such request. The schedule of deadlines and quorum shall be as for an AGM.
3. The quorum of a General Meeting shall be one third of the Club's Members.

10 Club Committee Meetings

1. Club Committee Meetings shall be convened as required by the Club Committee, but not less than once in each half of a calendar year.
2. The quorum of a Club Committee Meeting shall be 5 of the 7 elected Club Officers.

11 All Meetings

1. The Chairperson shall chair all meetings of the Club, unless the Chairperson is unavailable, in which case the Chairperson may delegate the role to

another Committee Member, or if necessary another Committee Member may be appointed by the meeting to act as Chairperson.

2. Any Club Member shall be entitled to attend any Club meeting, but shall not be entitled to address the chair except through one of those entitled to vote, or by invitation of the Chairperson.
3. The business of meetings shall be governed by the Club's Constitution and Policies.

12 Voting

1. All resolutions and matters requiring a vote shall be decided by a simple majority of votes cast by those present and entitled to vote, with the exception of the following business which shall require a two thirds majority:
 1. The making, altering or deleting of any part of the Club's Constitution.
 2. The making, altering or deleting of any Club Policy.
 3. Any matter dealing with the capital funds of the Club.
2. At any General Meeting of the Club, each Member shall be entitled to cast one vote.
 1. Proxy votes on notified remits and motions shall be permitted provided that a signed proxy vote is tabled prior to the opening of that meeting.
 2. All votes shall be cast by voice or show of hands, unless before the result is decided a secret ballot is demanded by a clear majority of votes cast by those present and entitled to vote. In the event of a ballot two neutral persons shall act as scrutineers. Such voting papers may be reviewed by the Chairperson at the time, and shall be destroyed as directed by the Chairperson once the result of the ballot has been determined and announced.
3. At any Club Committee Meeting, each Club Officer shall be entitled to cast one vote.

13 Disputes

1. 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 club's constitution; and

2. sets out the allegation to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the club.
 2. The club 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 club is starting a procedure for resolving a dispute in accordance with the club's constitution; and
 2. sets out the allegation to which the dispute relates.
 3. The information given under subclause 1.1 or 1.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
 4. A complaint may be made in any other reasonable manner permitted by the club's constitution.
2. 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 club makes a complaint —
 1. the club 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 club.
 3. Without limiting the manner in which the member, officer, or club 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 club's written statement or submissions (if any) are considered by the decision maker.
3. Person who is subject of complaint has right to be heard
1. This clause applies if a complaint involves an allegation that a member, an officer, or the club (the respondent) —
 1. has engaged in misconduct; or

2. has breached, or is likely to breach, a duty under the club's constitution or bylaws or the Incorporated Societies Act 2022; or
 3. has damaged the rights or interests of a member or the rights or interests of members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
 3. If the respondent is the club, an officer may exercise the right on behalf of the club.
 4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 4. an oral hearing (if any) is held before the decision maker; and
 5. the respondent's written statement or submissions (if any) are considered by the decision maker.
4. Investigating and determining dispute
 1. The club 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.
 5. Club may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the club may decide not to proceed further with a complaint if —

 1. the complaint is 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 club has materially breached, or is likely to materially breach, a duty under the club's constitution or bylaws or the Incorporated Societies Act 2022:

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.
6. Club may refer complaint
 1. The club 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 club 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).
7. 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.

14 Finance

1. The Club's financial year shall begin on 1 October and end on 30 September, the latter being the Club's balance date.
2. The Treasurer shall manage the accounts of the Club according to the Club's Policies.
3. Bank accounts shall only be set up in the Club's name by approval of the Club Committee.
4. Any payments drawn on the Club's accounts shall be authorised by two persons appointed for the purpose by the Club Committee.

5. Persons holding Credit Cards linked to any Club account shall be held accountable for debts incurred by them without written consent of the Treasurer.
6. Cash payments shall not be made with Club funds.
7. No payments shall be made in the absence of relevant invoices, receipts, or other suitable documentation.
8. All accounts shall be either approved for payment by the Club Committee before payment is made or, if payment is necessary and made between meetings, such action shall be confirmed at the next Club Committee Meeting. No payments exceeding \$1000 shall be made without prior Club Committee approval. The Club Committee may appoint spending authority limits below this value in its management Policies.
9. Two types of fees may be payable by the Club's Members:
 1. Membership fees, which may be set and adjusted at the AGM. The fees so set shall be the fees payable from the date of the AGM.
 2. Specific fees, which may be set and adjusted at Club Committee Meetings, entitling Members to specified privileges.
10. A suitably qualified and experienced person shall be appointed by the Club Committee who shall:
 1. Not be an officer of the Club.
 2. Be authorised to call for the production of all books, papers and documents relating to the affairs of the Club.
 3. Undertake a review or audit of the annual accounts of the Club within 3 months of the end of the Club's financial year, or more frequently by request of the Club Committee.
11. The funds of the Club, from whatever source derived, shall be used only for the promotion of the Objectives of the Club. No portion of the funds shall be paid or transferred directly or indirectly by way of dividend, bonus, salary or otherwise to any member of the Club with the exception of reimbursement of legitimate and actual expenditure on behalf of the Club, and of overpaid amounts.

15 Club Policy

1. The Policies of the Club shall be binding on Club Members. The Committee shall be responsible for enforcing such Policies.
2. The making, altering or deleting of any Club Policies shall be made by resolution for adoption of such changes at a Club Committee Meeting.

16 Contact Persons

1. The club will keep a register that specifies the Primary and Secondary Contact Persons for the club.
2. The Primary and Secondary Contact Persons will be confirmed by a vote at the AGM:
 1. The Contact Persons do not need to hold an Officer position.

17 Alterations to the Constitution

1. If a dispute arises at any time regarding a matter which is not provided for in the Constitution, or any doubt exists as to the interpretation of the Constitution then the matter shall be resolved by vote at the following General Meeting.
2. Constitutional rules may be altered, added to, or rescinded by resolution for such changes at a General Meeting. Proposed changes of this kind are to be treated as notified items and must be submitted in advance of the General Meeting according to the Schedule of Deadlines.
3. The Secretary shall within fourteen days notify all amendments to the Constitution to the Registrar of Incorporated Societies.
4. Any changes to the Constitution duly approved by a General Meeting shall be valid only when accepted by the Registrar of Incorporated Societies.

18 Winding Up and Dissolution

1. The Club may be liquidated in terms of Section 24 of the Incorporated Societies Act 2022.
2. If upon the winding up of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall firstly be given or transferred to another organisation within New Zealand having objectives similar to the Objectives of the Club, or secondly to some other charitable purpose within New Zealand.