

# Quidditch Association of New Zealand Constitution



## 1. DEFINITIONS

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**AGM** means Annual General Meeting.

**Appointed Board Member** means a Board Member appointed under Rule 14.5.

**Club** means a club described in Rule 7.

**Constitution** means this constitution.

**Board** means the Board of Directors of the Quidditch Association of New Zealand

**Board Member** means a member of the Board

**Elected Board Member** means a Board Member elected under Rule 17.

**General Meeting** means an AGM or SGM.

**Individual Member** means an individual described in Rule 8.

**Member** means and includes all classes of members of the Quidditch Association of New Zealand described under Rule 5.

**Objects** means the objects of the Quidditch Association of New Zealand described under Rule 3.1.

**Ordinary Resolution** means a resolution passed by a majority of 50% or more votes cast.

**Regional Body** means a regional body described in Rule 6.

**Register** means the register of Members specified in Rule 12.

**Rules** means these rules and "Rule" shall have a corresponding meaning.

**SGM** means Special General Meeting.

**Special Resolution** means a resolution passed by two-thirds (66%) of votes cast.

**QuANZ** means the Quidditch Association of New Zealand Incorporated

## 2. NAME

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2.1 The name of the incorporated society is the Quidditch Association of New Zealand Incorporated (QuANZ).

2.2 The registered office of QuANZ shall be at a place as determined by the Board.

## 3. OBJECTS

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3.1 As a non-profit organization/charity, the objects of QuANZ are:

(a) To be the national body in New Zealand to promote, develop, foster the sport of quidditch as an amateur sport for the recreation and entertainment of the general public in New Zealand;

(b) To support and assist its Members to deliver quidditch in New Zealand;

- (c) Encourage, educate and promote quidditch as an activity that promotes and maintains the health and wellbeing of all participants.
- (d) To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in quidditch in QuANZ's activities;
- (e) To promote, develop and co-ordinate competitions for all sport-related activities of QuANZ;
- (f) To affiliate and co-operate with kindred and other organisations, such as the Australian quidditch Association and the International quidditch Association.

#### **4. POWERS**

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4.1 QuANZ has the power, subject to this Constitution to:

- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- (b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of QuANZ and grant such rights and privileges over such property as it considers appropriate;
- (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of QuANZ;
- (f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of QuANZ;
- (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- (h) Consider and settle disputes between Members;
- (i) Determine who are its Members and withdraw, suspend or terminate membership;
- (j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (k) Make, alter, rescind and enforce rules of competition;
- (l) Organise and control competitions, events and programmes;
- (m) Select national and other representative teams and squads;

- (n) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
- (o) Delegate powers of QuANZ to any person, Board, committee or sub-committee;
- (p) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the QuANZ, or with which the QuANZ is authorised to amalgamate or generally for any purpose designed to benefit QuANZ
- (q) Do any other acts or things which are incidental or conducive to the attainment of the objects of QuANZ.

## **5. MEMBERSHIP**

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5.1 The Members of QuANZ shall be:

- (a) Regional Bodies as detailed in Rule 6;
- (b) Clubs as detailed in Rule 7;
- (c) Individuals as detailed in Rule 8;

## **6. REGIONAL BODIES**

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6.1 Any Regional Body which is incorporated and wishes to be a Member of QuANZ shall apply to the Board. Such application shall be made and determined by the Board.

6.2 In addition to the obligations as a Member under Rule 9, each Regional Body that is a Member shall:

- (a) Administer, promote and develop QuANZ in the region in accordance with the Objects of QuANZ, this Constitution and any regulations;
- (b) Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
- (c) Have, as its members, Clubs and other members it considers appropriate;
- (d) Adopt the Objects of QuANZ and adopt a constitution which is not inconsistent with the Constitution;
- (e) Apply its property and capacity in pursuit of the Objects of QuANZ and the objects of the Regional Body;
- (f) Do all that is reasonably necessary to enable the Objects of QuANZ and the objects of the Regional Body to be achieved;
- (g) Act in good faith with loyalty to QuANZ to ensure the maintenance and enhancement of QuANZ and quidditch, and its reputation, and to do so for the collective and mutual benefit of the Members and quidditch.

- (h) Operate with, and promote, mutual trust and confidence between QuANZ and the Members; and
  - (i) At all times act in the interests of the Members and QuANZ.
- 6.3 Each Regional Body shall, on request, provide to QuANZ a copy of its constitution and any proposed amendments to it. The Board may require a Regional Body to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with, the Constitution or regulations, by-laws or policies of QuANZ.
- 6.4 Each Regional Body shall maintain a register of its members in the format determined by the Board. Each Regional Body shall provide its register of members, and all details contained within it, to QuANZ as requested from time to time.

## **7. CLUBS**

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- 7.1 Any Club which is incorporated and wishes to be a Member of QuANZ shall apply to the Board. Such application shall be made and determined by the Board.
- 7.2 In addition to the obligations as a Member under Rule 9, each Club that is a Member shall:
- (a) Administer, promote and develop QuANZ in the Club in accordance with the Objects, members and the sport of quidditch, this Constitution and any regulations;
  - (b) Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
  - (c) Have, as its members, individuals and other members it considers appropriate;
  - (d) Adopt the Objects of QuANZ and adopt a constitution which is not inconsistent with the Constitution;
  - (e) Apply its property and capacity in pursuit of the Objects of QuANZ and the objects of the Club;
  - (f) Do all that is reasonably necessary to enable the Objects of QuANZ and the objects of the Regional Body and the Club to be achieved;
  - (g) Act in good faith with loyalty to QuANZ to ensure the maintenance and enhancement of QuANZ and quidditch, and its reputation, and to do so for the collective and mutual benefit of the Members and quidditch;
  - (h) Operate with, and promote, mutual trust and confidence QuANZ and the Members; and
  - (i) At all times act in the interests of the Members and quidditch.
- 7.3 Each Club shall, on request, provide to QuANZ a copy of its constitution and any proposed amendments to it. The Board may require a Club to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of QuANZ or the constitution of the Regional Body.

7.4 Each Club shall maintain a register of its members in the format determined by the Board. Each Club shall provide its register of members, and all details contained within it, to QuANZ as requested from time to time.

## **8. INDIVIDUAL MEMBERS**

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8.1 There is one category of Individual Members:

(a) Individual member as set out in Rule 8.2

8.2 An Individual member is a person who supports the objects of QuANZ and who wishes to participate in QuANZ events or otherwise contribute to the objects of QuANZs. An individual shall become a Member by applying to QuANZ and paying membership fees in a manner determined by the board.

## **9. MEMBERSHIP RIGHTS AND OBLIGATIONS**

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9.1 Members acknowledge and agree that:

(a) An application for membership must be in writing and in such format as may be required by the Board from time to time. The manner in which applications for membership can be received (i.e online submissions, paper forms etc) will be determined by the Board.

(b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of QuANZ.

(c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.

(d) The failure by a Member to comply with Rule 9.1(c) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.

(e) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

9.2 Membership of QuANZ is annual, and expires on December 31<sup>st</sup> in each year. The membership requirements as set out in this Constitution and any regulations must be complete in order to have their membership of QuANZ renewed.

## **10. RESIGNATION AND TERMINATION OF MEMBERSHIP**

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10.1 A Member may resign by notice of email or any other form of electronic communication to the Board.

10.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of QuANZ or if a member acts in a

manner which is considered by the Board to be harmful to QuANZ or inconsistent with the standards of behaviours expected of a Member.

- 10.3 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of QuANZ or in the absence of any relevant provisions then by a General Meeting of QuANZ. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

## **11. MEMBERSHIP FEES**

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- 11.1 The Board shall annually determine:
- (a) Any membership or other fees payable by each Member;
  - (b) The due date for such fees; and
  - (c) The manner for payment of such fees.
- 11.2 The Board may determine different grades of membership fees and other fees for different types of Members.

## **12. REGISTER OF MEMBERS**

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- 12.1 The Secretary OR a board member elected by the board, shall keep and maintain a Register in which shall be entered the full name, address, class of membership, the date of entry of each Member and any other details about each Member as agreed by that Member.
- 12.2 All Regional Bodies and Clubs shall provide written notice of any change to its details in Rule 12.1, and of changes to the details of its individual members, to QuANZ within thirty days of the change taking place. All other Members shall provide written notice directly to QuANZ of any change to the details in Rule 12.1.
- 12.3 QuANZ, the Regional Bodies and the Clubs shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

## **13. GENERAL MEETINGS**

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- 13.1 QuANZ must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.
- (a) A Chairperson, must be elected by the board 30 days before the AGM and can be any member of QuANZ to oversee proceedings at the AGM.
- 13.2 Any other General Meetings shall be SGMs.
- 13.3 The Board must give Members at least 30 days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 13.4 Not less than 14 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by

the board from the Members and/or the Board. Nominations for Board Members must be received not less than 14 days before the date set for the AGM.

- 13.5 The following business shall be discussed at the AGM:
- (a) The receipt from the Board of an audited annual financial report for the preceding financial year;
  - (b) The election of any vacancies arising in the positions of Elected Board Members;
  - (c) The appointment of scrutineers for the meeting;
  - (d) Any motion(s) proposing to alter the Constitution; and
  - (e) Any other items of business that have been properly submitted for consideration at the AGM.
- 13.6 An agenda containing the business to be discussed at an AGM (as set out in Rule 13.5) shall be sent by the board, to the Board and the Members by no later than 7 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

### **Special General Meetings**

- 13.7 The Board must call an SGM upon a written request from:
- (a) The Board itself; or
  - (b) Such Members as are entitled to exercise 50% or more of the voting rights of QuANZ or 50 members, whichever is smaller; or
  - (c) 50% of quidditch clubs that are registered as a part of QuANZ
- 13.8 The written request for an SGM must state the purpose for which the SGM is requested.
- 13.9 The SGM must only deal with the business for which the SGM is requested.
- 13.10 The notice requirements for the SGM are 30 days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

### **Minutes**

- 13.11 Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 13.12 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;



- (b) A motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

### **Quorum**

13.13 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be;

- (a) 20% of the Members who are entitled to vote
- (b) Or in the event where members are unable to attend to make quorum, members who wish to participate in making up quorum must;
  - i. Vote in absentia, in a method deemed appropriate by the board, on the election of new board members
  - ii. AND Elect a representative to vote on their behalf who will attend the general meeting to vote on constitutional changes and any other form of business. A representative may vote on behalf of more than 1 member but no more than 20 members.

13.14 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

### **Control of General Meetings and Voting**

13.15 The Chairperson (see Rule 13.1) of QuANZ shall preside at the General Meeting. If the Chairperson is unavailable then another member of the Board (appointed by the Board) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.

13.16 The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:

- (a) Individual Members.

13.17 The voting entitlement for each Member eligible to vote shall be as follows:

- (a) An individual member has a total of 1 vote
- (b) An individual member that cannot attend the AGM or any other general meeting may vote by proxy and in absentia in a manner that is determined by the board. See Rule 13.13 (b)

### **Method of Voting**

13.18 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.

- 13.19 Elections of the Elected Board Members at an AGM must be undertaken by secret ballot.
- 13.20 The method in which votes will be counted for vacant Elected Board Member positions will be determined by the board.
- 13.21 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 13.22 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- 13.23 If there are insufficient nominations for the positions, the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 14.5 and hold an SGM within 6 months to elect someone to the vacant position.
- 13.24 Board members who are fulfilling the second year of their term AFTER an AGM are not permitted to vote for board candidates at AGMs. However board members who are stepping down from their position and not seeking re-election to the board are entitled to vote.

## **14. BOARD**

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### **Role of the Board**

- 14.1 The governance of QuANZ shall be vested in the Board, which may exercise all the powers of QuANZ and do all things which are not expressly required to be undertaken by QuANZ at a General Meeting.

### **Membership of the Board**

- 14.2 The Board shall comprise of:
- (a) Seven persons elected by the AGM under Rule 17 (**Elected Board Members**);
  - (b) Each board member is elected at the AGM as a general board member. Positions are to be assigned to its board members by the board when the candidates for board have been elected after the AGM and at the first board meeting.
  - (c) The positions on the board are as follows with duties outlined under Rule 15
    - President
    - Secretary
    - Treasurer and Finances Officer
    - Communications Officer
    - Media and publicity officer
    - Rules and regulations officer
    - Tournament officer

### **Ineligibility**

- 14.3 A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of QuANZ but the following

persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

- (a) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
- (b) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
- (c) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- (d) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

If any of the circumstances listed in Rules 14.3(a) to 14.3(d) occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

#### **Terms of Office of Board Members**

14.4 The term of office for all Board Members shall be two years, expiring on conclusion of the relevant AGM.

- (a) A Board Member may be re-elected to the Board for a maximum of three subsequent and consecutive terms of office amounting to a total of 6 years.
- (b) Prior to each AGM, the Board shall advise the members of QuANZ of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.
- (c) After being elected at an AGM, if a board member who wishes only to occupy their position for only one year, may vacate their position after at the following AGM provided that;
  - i. They have given more than 60 days notice of their intentions to the board and 30 days' notice of their intentions to members, prior to the following AGM.
  - ii. At least one experienced member of the board will be fulfilling their full term of office of two years after the AGM to ensure that the entirety of the board is not re-elected at each AGM or other general meeting.
- (d) Board members may resign from their position at any time during their term of office due to reasons such as illness, unfulfilling their duties or other acceptable reasons determined by the board.
- (e) The seven positions on the board are assigned by the board members after an AGM. A board member may fill their position on the board till the following AGM.

## **Vacancies on the Board**

- 14.5 In the event there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM. If the vacancy is for six months or longer the Board must hold an SGM to fill the vacancy with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.
- 14.6 The term of office for an Appointed Board Member to fill a vacancy under Rule 14.55 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

## **Removal of Board Member**

- 14.7 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 15.
- 14.8 Upon the board receiving a request for an SGM for the purpose of removing a Board Member, the board shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 13.10.
- 14.9 Following the notification under Rule 13.10 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 14.10 The Board may, with the approval of a motion of absolute majority of the Board members, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 15 or Rule 16.11 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- (a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
  - (b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

## **15. Duties and Powers of the Board**

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### **Duties of the Board**

- 15.1 The duties of each Board Member are to:
- (a) Regularly attend Board meetings and General Meetings of QuANZ;
  - (b) Provide good governance for QuANZ;
  - (c) Exercise the powers of the Board for proper purpose;
  - (d) Regularly monitor and review the performance of QuANZ;

- (e) Act in good faith and the best interests of QuANZ at all times;
- (f) Act, and ensure QuANZ acts, in accordance with this Constitution;
- (g) Formulate such by-laws, regulations, policies and procedures as are appropriate for QuANZ;
- (h) Where appropriate, engage in activities to promote, market, represent and fundraise for QuANZ;
- (i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
- (j) Take such other steps as determined by the Board in respect of any interest specified in Rule 15.1(i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- (k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
  - i. As agreed by the Board for the purposes of QuANZ;
  - ii. As required by law; or
  - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (l) Do such other things within these rules as the Board agrees to promote the objects of QuANZ.
- (m) The casual individual duties of each board member in addition but not limited to the duties outlined in Rules 15.1(a) to 15.1(l) are as follows;

15.2 Board members are the officers of QuANZ; the positions on the board and their specific duties are;

i. The President is the chairperson of the board and is primarily responsible for the organisation of board and general meetings, overseeing the development of quidditch in New Zealand, leading and directing discussion at board meetings, leadership and efficiency of the running of the board and any other duties as deemed necessary to their role by the board. The President as figurehead of the board must attend 80% of Board meetings during their term of office. The President shall be entitled to attend and speak at General Meetings.

ii. The secretary is responsible for recording minutes at board meetings and supplying these to members in a way the board deems appropriate, ensuring transparency between the board and QuANZ members, maintaining an accurate register of necessary information as stated in Rule 12.1, recording necessary information on the history and development of the QuANZ and any other duties as deemed necessary to their role by the board.

iii. The treasurer and finances officer is responsible for the membership fees and maintaining accurate records of other spending of QuANZ, overseeing the obtaining of grants and sponsorship from other organisations, overseeing and assisting in fundraising for overseas and local tournaments, is required to present an accurate report and breakdown of spending at every AGM and any other duties as deemed necessary to their role by the board.

iv. The communications officer is responsible in presenting and sending accurate information about QuANZ to its members, other international quidditch organisations and the board, it is also responsible for the administration of websites of QuANZ, communicating between local, regional and university based quidditch bodies and any other duties as deemed necessary to their role by the board.

v. The Media and publicity officer is responsible primarily for the promotion of quidditch in New Zealand with examples not limiting to; the administration of all social media websites, contacting the media about certain events, providing media material for members (i.e photos, videos) of the actions of QuANZ and increasing publicity at events such as Armageddon, providing news letters to members in conjunction with the communications officer. They are also responsible for any other duties as deemed necessary to their role by the board.

vi. The Rules and regulations officer is responsible for applying the rules set forth in this constitution and to encourage understanding of the rules of quidditch in a way they deem appropriate such as referee programs and for any other duties as deemed necessary to their role by the board.

vii. The tournament officer is responsible for the creation and ongoing administration of tournaments between local, regional and international Quidditch bodies including the national New Zealand Tournament, is to work in conjunction with the rules and regulations officer for the development of referee programs and other programs as required for the efficient and fair running of tournaments, is to assist in the selection process and organisation for international tournaments and for any other duties as deemed necessary to their role by the board.

## **Powers of the Board**

15.3 The Board shall have the power to:

- (a) Appoint the Chairperson of AGM's and any other general meetings.
- (b) Adopt and review the strategic plan for all quidditch;
- (c) Adopt and review the annual plan and budget for QuANZ;
- (d) Determine applications from individuals, clubs and regional bodies wishing to be Members of QuANZ;
- (e) Hold national meetings and forums for the Members, including General Meetings;
- (f) Sanction competitions and events as quidditch events;

- (g) Approve rules and regulations for any QuANZ competitions or events including conditions of entry;
- (h) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- (i) Employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for QuANZ national representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (j) Delegate to selectors the power to select athletes and teams to be national representatives;
- (k) Determine the yearly calendar for international, national, and other quidditch competitions;
- (l) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- (m) Control expenditure and raise funds to fulfil the Objects of QuANZ ;
- (n) Open and operate in the name of QuANZ such bank accounts as deemed necessary;
- (o) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (p) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (q) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of QuANZ;
- (r) Resolve and determine any disputes or matters not provided for in this Constitution; and
- (s) Do all other acts and things which are within the powers and Objects of QuANZ and which the Board considers are appropriate.

15.4 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of QuANZ, the matter will be determined by the Board.

## **16. Board Meetings and Procedure**

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- 16.1 At its first meeting following the AGM, the Board must elect a Chairperson. This role is filled by the president of the QuANZ.
- 16.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 16.3 The role of the president is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a president for any reason, then another Board Member

appointed by the Board shall undertake the president's role during the period of unavailability.

- 16.4 Board meetings may be called at any time by the president or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 16.5 The quorum for a Board meeting shall be four Board Members out of seven of the Board and can be done in person or via online skype conference or any other form of technology determined by the board in which board members are able to directly speak to one another.
- 16.6 Each Board Member shall have one vote. The president shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 16.7 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 16.8 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution in writing at a meeting of the Board without being physically present. This can be done through email or any other form of written electronic communication provided that prior notice and the agenda of the meeting is given to all Board Members. Participation by a Board Member in this manner at a meeting shall NOT constitute the presence of that Board Member at that meeting.
- 16.9 The Board may, by majority vote, pay an honoraria and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of QuANZ's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.
- 16.10 Board meetings are to be conducted AT LEAST once each month by the board and board members need to be given 3-4 days' notice at a meeting time previously arranged by the board.
- 16.11 A board member is considered to be seriously breaching their duties if;
- They are absent for 3 meetings in a row without furnishing an acceptable reason for their absence.
  - OR is absent from meetings for a period of 2 months.

Then the board at the following meeting may undertake the procedure outlined in Rule 14.10.

## **17. APPOINTMENT AND ELECTION OF BOARD MEMBERS**

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- 17.1 The Board Members shall be appointed and elected as follows:
- (a) The Board shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office or at the request of the board member (see Rule 14.4 (c)) at an AGM at least 30 days prior to the AGM.



- (b) Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board and received at the registered office of QuANZ not less than 14 days before the date set for the AGM.

## **18. FINANCES**

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- 18.1 Unless otherwise determined by the Board, the financial year of QuANZ shall end on the 31st day of December each year. This is to ensure coherency between membership fees on a year to year basis.
- 18.2 AGM's are encouraged to be held within January-February period of each year but must be held before April 31<sup>st</sup> of that year. It is also encouraged that a National tournament overseen by the tournament officer of the board is held during this time to maximise the number of members at the AGM. This means that;
- The AGM is held after the end of a financial year for QuANZ
  - Is held at a time which provides sufficient time for the board to prepare for the AGM i.e over the Christmas and New Year holidays.
  - During a time when its members are more likely to be available. i.e before the university semester begins

## **19. COMMON SEAL**

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- 19.1 The common seal of QuANZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board.

## **20. ALTERATIONS OF RULES**

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- 20.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 20.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of QuANZ. This Rule 20.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

## **21. APPLICATION OF INCOME**

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- 21.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects of QuANZ. No Member of QuANZ, or anyone associated with a Member, is allowed to take part in, or influence any decision made by QuANZ in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 21.2 Except as provided in this Constitution:
- (a) No portion of the income or property of QuANZ shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
  - (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 16.9.

- 21.3 Any payments made to a Member of QuANZ, or person associated with a Member, must be for goods or services that advance the charitable purpose of QuANZ, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

## **22. LIQUIDATION**

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- 22.1 QuANZ must be liquidated up if QuANZ, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring QuANZ to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed is passed.
- 22.2 If upon the winding-up or dissolution of QuANZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of QuANZ but shall be given or transferred to some other quidditch association, organisation or body having objects similar to the objects of QuANZ, or to some other charitable organisation or purpose.

## **23. INDEMNITY**

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- 23.1 QuANZ shall indemnify every member of the Board and other officers and employees of QuANZ in respect of all liability arising from the proper performance of their functions connected with QuANZ.