

Otago Roleplaying & Boardgames Society Constitution (Rules)

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Terms

1. Name

- 1.1. The name of this club is Otago Roleplaying & Boardgames Society, which may be abbreviated to ORBS where appropriate (in this constitution referred to as the “Club”).

2. Definitions

In this constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

- 2.1. ‘Annual General Meeting’ refers to a meeting of the Members of the Club held once per year which, among other things, will receive and consider reports on the Clubs activities and finances.
- 2.2. ‘Club Activity’ refers to anything hosted or endorsed by the club. This does not include a promotion of attending other group’s events. Clubs are not permitted to promote the consumption of alcohol by any means.
- 2.3. ‘Club Member’ or ‘Membership’ refers to a person who has registered to be a Club Member through the OUSA Clubs Portal, has had that membership accepted, has paid required membership fees, and who has not ceased to be a member of the Club.
- 2.4. ‘Club Related Policy’ refers to any policy ratified by OUSA categorized as Recreation. This includes but is not limited to the Club Affiliation Policy, the OUSA Club Conduct Policy, the OUSA Affiliated and Societies Sexual Misconduct Policy, and the OUSA Resolution (and Complaints) Policy.
- 2.5. ‘Day’ refers to a 24-hour period.
- 2.6. ‘Executive’ refers to the Club's governing body.
- 2.7. ‘Executive Member’ refers to a member of the Executive; including the President, Secretary, and Treasurer. Executive Members must be Club Members.
- 2.8. ‘General Executive Meeting’ refers to the regular assembly of Executive Members.
- 2.9. ‘Inaugural Meeting’ refers to the first meeting of a new Club where the Executive

Members are introduced.

- 2.10. 'Meeting' refers to the assembly of Members for a particular purpose.
- 2.11. 'Motion' refers to putting forward an item to be decided on through voting. The decision of that motion becomes a "resolution".
- 2.12. 'Non Student' refers to anyone who is not a Student as specified in this constitution.
- 2.13. 'Notice' to Members refers to any notice given by email or phone; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- 2.14. 'Noticeboard' refers to the Club public Facebook page, the Club emailing list, and the Club public Discord server.
- 2.15. 'OPSA' refers to the Otago Polytechnic Students' Association.
- 2.16. 'Ordinary Resolution' refers to a motion that requires and has been passed by a majority vote to pass.
- 2.17. 'OUSA' refers to the Otago University Students' Association.
- 2.18. 'OUSA Affiliated Club or Society' will be referred to as "OUSA Club" in this constitution. Both terms refer to any Club or Society affiliated who have met and continue to meet affiliation or re-affiliation requirements as specified in the OUSA Affiliated Clubs and Societies Affiliation policy. "Affiliation" or "affiliated", when used in regards to this clause, refers to the relationship OUSA Clubs have with OUSA.
- 2.19. 'OUSA Executive' refers to the Executive Committee of the OUSA.
- 2.20. 'OUSA Rules' refers to the OUSA Constitution and all OUSA Policies.
- 2.21. 'Register of Members' refers to the register of Members kept under these Rules within the OUSA Clubs Portal.
- 2.22. 'Rules' refers to the rules in this document.
- 2.23. 'Special General Meeting' refers to a meeting of the Members, other than an Annual General Meeting, called for a specific purpose.
- 2.24. 'Special Resolution' refers to a motion that requires and has been passed by a two thirds majority vote.

- 2.25. 'Student' refers to any person who is currently a student at the University of Otago or Otago Polytechnic.

3. Affiliations

- 3.1. The Club will remain affiliated to OUSA as an OUSA Club for the following tertiary year.
- 3.2. The Club and Club Members will uphold its obligations as specified in OUSA Club Related Policy.
- 3.3. Failure of the Club or Club Members to uphold these obligations may result in OUSA temporarily or permanently:
- 3.3.1. Withdrawing a benefit or benefits of being affiliated to OUSA;
 - 3.3.2. Imposing a temporary or permanent termination of Club Membership;
 - 3.3.3. Requesting further involvement, supervision, or monitoring of Club governance and operations;
 - 3.3.4. Imposing conditions on maintaining affiliation or on re-affiliation;
 - 3.3.5. Issuing trespass notices to OUSA property.
- 3.4. The Club constitution at all times is subject to OUSA rules. Deviations where decisions are made will be void.
- 3.5. OUSA reserves the right to interpret this constitution and authorise any deviations.
- 3.6. The Club shall not become affiliated to or in any way connected with any other organisation without the consent of OUSA, and be outlined in this constitution.
- 3.7. Regardless of affiliation status OUSA Clubs at all times remain their own separate legal entity.

4. Purpose

- 4.1. The primary purpose of the Club is to stimulate interest and provide facilities in which Members can connect and engage in tabletop roleplay, live action roleplay, and boardgame cultures within the Otago University community and service the needs to Club Members, prioritising Student Club Members.

- 4.2. The Club must not operate for the purpose of, or with the effect of any Member of the Club deriving any personal financial gain from membership or activities of the Club.
- 4.3. The Club must govern and operate within the confinements of OUSA rules including Club Related Policy.
- 4.4. The Club must comply with New Zealand law, including acts, by-laws, and any standards relevant to the Club.
- 4.5. In a legal sense, the Club will act as a non-for-profit Un-incorporated Society, unless Club has legally registered under the Incorporated Societies Act 2022.

5. Tikanga/Culture

- 5.1. The tikanga or culture of the Club is:
 - 5.1.1. To be welcoming;
 - 5.1.2. To be inclusive;
 - 5.1.3. To be diverse;
 - 5.1.4. To be Club Member centric;
 - 5.1.5. To be safe.

6. New Zealand Law

- 6.1. Nothing in this Constitution authorises the Club to do anything illegal. This extends to acts, regulations, by-laws, or otherwise.
- 6.2. At no time does OUSA accept liability on behalf of OUSA Clubs.

7. Address

- 7.1. Mail of the Club will be addressed to the Club and sent to the OUSA Clubs and Societies Centre, 84 Albany Street, Dunedin North, Dunedin 9016.

8. Members

- 8.1. The Club shall consistently maintain a minimum number of 10 Club Members, 90% or more of Club Members will be Students.
- 8.2. Gender, age, disability, race, culture, religious background, and sexual orientation will not inhibit the ability for individuals to become a Club Member.
- 8.3. Outside of 10.2 the Club may impose pre-requisites or conditions on Club Membership that have been resolved by ordinary resolution at an AGM.
- 8.4. Consent to become a Member is determined when an individual completes a membership registration form through the OUSA website.
- 8.5. Noting 10.5, membership is granted when an individual:
 - 8.5.1. Completes the membership registration form through the OUSA website (agreeing to the Club Conduct Policy);
 - 8.5.2. Meets any Club member pre-requisites;
 - 8.5.3. Any membership fees have been paid;
 - 8.5.4. In registering, the club has not exceed the 10% threshold for non-students. Preferential entry for non-students will be given to past members.
- 8.6. The Club may decline an application for membership when:
 - 8.6.1. The requirements of 10.3 or 10.4 are not meet or;
 - 8.6.2. Any other reason that does not contravene this Constitution or OUSA rules.
- 8.7. Members are responsible for advising the Club of changes to contact details where they will be required to re-register via the OUSA website.
- 8.8. Membership does not result in any Member having ownership rights to Club funds, equipment, or property.
- 8.9. All Members (including Executive members) shall promote the interests and purpose of the Club and shall do nothing to bring the Club or OUSA into disrepute.
- 8.10. All Members (including Executive Members) are bound by the OUSA Club Conduct Policy.

- 8.11. The Executive may decide what access or use Members have to any facilities or equipment the Club own, including any conditions of and fees for such access or use.
- 8.12. A member ceases membership by notice to the Secretary or on termination of a Members membership following a dispute resolution process under these rules.
- 8.13. A member who resigns or whose membership is terminated under these rules:
 - 8.13.1. Remains liable to pay any outstanding Club fees;
 - 8.13.2. Shall cease to hold themselves out as a member of the Club;
 - 8.13.3. Shall return to the Club any equipment or property provided to Members by the Club;
 - 8.13.4. Shall cease to be entitled to any of the rights of a Club Member.
- 8.14. Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Executive.

9. Subscription and Fees

- 9.1. The Club may charge membership fees to Club Members to cover operational costs of the Club. These fees should be fixed for the membership period.
- 9.2. The annual membership fee will be set by special resolution at the Annual General Meeting.
 - 9.2.1. The cost of registration is \$0.00.
- 9.3. Any Member failing to pay the membership fee within one month of the due date shall be considered as financial and shall have no membership rights and shall not be entitled to participate in any Club activity or to access or use the Clubs facilities or equipment until the membership fee is received.
- 9.4. If such arrears are not paid within two months of the due date, the Executive may terminate the Members membership (without being required to give prior notice to that member).
- 9.5. The Club may charge additional fees for activities that are not covered in the membership in a user pays manner.

10. General Executive Meeting

- 10.1. The Executive shall conduct GEM's at least four times a year at such times and places and in such a manner as it may determine.
- 10.2. The President will chair the meeting. If the President is absent the Vice President shall chair. In their absence the meeting shall elect another Executive Member to chair that meeting.
- 10.3. The quorum for GEM's is 51% of the Executive Members.

11. Annual General Meeting

- 11.1. The AGM will be held once a year between 1 September and 31 October.
- 11.2. The Executive shall give all Members at least 28 days' notice of an AGM.
- 11.3. The business of an AGM shall be to:
 - 11.3.1. Confirm the minutes of the previous Club AGM;
 - 11.3.2. Adopt the annual report/s on Club business;
 - 11.3.3. Adopt the Treasurer's report on the finances of the Club and the annual financial statements;
 - 11.3.4. Review membership fees;
 - 11.3.5. Consider any motions put forward;
 - 11.3.6. Consider any general business;
 - 11.3.7. To elect the officers of the Club Executive for the following year, outlining a handover process between current and new officers, which will include new signatories on the bank account.

12. Special General Meeting

- 12.1. SGM's may be called at any time by the Executive by resolution.
- 12.2. The Executive shall give all Members at least 14 days' notice of any SGM.

- 12.3. The Executive must call a SGM if the Secretary receives a written request endorsed by 10% or 5 Members, whichever is lower. Any resolution or written request must state the business that the SGM is to action. SGM's of this nature must be scheduled within 14 days with notice given at least seven days before the meeting.
- 12.4. The Rules relating to the procedure to be followed at GEM shall apply to a SGM, and a SGM shall only consider and deal with the business specified in the Executive's resolution or the written request by Members for the Meeting.

13. AGM and SGM Procedures

- 13.1. An AGM or SGM's business will not be invalidated because one or more Members do not receive the notice.
- 13.2. All Members may attend, speak, and vote at AGM's or SGMs. This must be done in person (physically or remotely) or by proxy through the Secretary only.
- 13.3. Members should disclose any conflicts of interest and where they are conflicts abstain from voting.
- 13.4. The quorum for AGM's and SGM's is a minimum of eight Members if Club Membership is less than 100 Members, or 25% where Club Membership is greater than or equal to 100 Members. If within half an hour after the time appointed for the meeting a quorum is not present the meeting will be dissolved.
- 13.5. AGM's and SGM's may be held in person or remotely in a format that allows for maximum participation.
- 13.6. All AGM's and SGM's will be chaired by the President. Where applicable If the President is absent the Vice President shall chair. In their absence the meeting shall elect another Executive Member to chair that meeting.
- 13.7. The person chairing an AGM and SGM will have a casting vote in the case of equal votes on a motion.
- 13.8. Any person chairing an AGM or SGM may:
- 13.8.1. Facilitate the Meeting agenda and business;

13.8.2. Direct that any person not entitled to be present at the Meeting, obstructing meeting business, behaving disorderly or threatening, or failing to abide by the directions of the chairperson be removed from the Meeting;

13.8.3. In the absence of a quorum or in the case of an emergency, adjourn the Meeting or declare it closed.

13.9. Any Member may request that a motion be voted on at an AGM or SGM by giving notice to the Secretary at least seven days before that meeting. The Member may speak to that motion in the meeting to provide context before voting.

14. Meeting Minutes

14.1. All meeting minutes must be kept by the Secretary at all meetings. These are to be uploaded to the OUSA Clubs Portal. In their absence the meeting shall elect another Executive Member to take minutes and submit them to the Secretary.

15. Executive

15.1. The Club Executive is vital to the success of the Club. Club Executives are expected to understand their roles and responsibilities to the Club and committee to fulfilling those.

15.2. From the end of each AGM until the end of the next the Club shall be governed by the Executive, which shall be accountable to the Members for the advancement of the Club's purposes and the implementation of resolutions approved by the Club.

15.3. At all times each Executive Member shall:

15.3.1. Act in accordance with this constitution;

15.3.2. Uphold their obligations to OUSA, as detailed in Club Related policy;

15.3.3. Act in good faith and in what they believe to be the best interests of the Club;

15.3.4. Prioritise Club Member safety and wellbeing;

15.3.5. Disclose any conflicts of interest to the Club and Club Executive.

- 15.4. As an Un-incorporated Society the Club is not a legal entity, therefore, the Club Executive may be held personally liable for any damages incurred by the Club.
- 15.5. The Executive will consist of a minimum of three Executive Members who are Club Members themselves. The Club Executive will not exceed 13 Executive Members.
- 15.6. The Executive must have a ratio of two-thirds Students.
- 15.7. Positions on the Executive will include President, Secretary, and Treasurer. These roles must be filled by Students.
- 15.8. Positions on the Executive may include Vice President, Event Organiser, Vice Event Organiser, Equity Officer (two), Liaison, Social Media Representative, and/or General Executive (three). These roles may be filled by Students or Non-Students.
- 15.9. The responsibilities of each Executive role include, among other things:
 - 15.9.1. President: overseeing the governance and operations of the Club and chairing General Executive Meetings;
 - 15.9.2. Vice President: assisting and deputising in the absence of the President;
 - 15.9.3. Event Organiser: booking rooms and creating event schedules;
 - 15.9.4. Vice Event Organiser: assisting and deputising in the absence of the Event Organiser;
 - 15.9.5. Equity Officer: peacekeeping and resolving disputes or complaints;
 - 15.9.6. Liaison: collaborating with other clubs and societies;
 - 15.9.7. Secretary: keeping the Register of Members and recording the minutes of meetings;
 - 15.9.8. Social Media Representative: maintaining the Noticeboards;
 - 15.9.9. Treasurer: overseeing the finances and assets of the Club;
 - 15.9.10. General Executive: supporting other roles and joining in decision making.
- 15.10. The election of the Executive Members shall be conducted as follows:
 - 15.10.1. Executive Members shall be elected during the AGM. However, if a vacancy arises between AGM's, that vacancy shall be filled through an SGM election.

- 15.10.2. Members will be provided with descriptions of each role when the nomination period begins. Any Member willing to uphold the responsibilities of such role is encouraged to nominate themselves, and the current Executive will provide any further description of the role as requested.
- 15.10.3. Candidates must advise the Secretary of their nomination, in writing at least one day prior to the AGM (or SGM). If there are insufficient nominations received, further written nominations may be received from the floor at the Meeting. All nominations must be seconded.
- 15.10.4. Votes shall be cast in such a manner as the person chairing the Meeting determines. However, voting should be anonymous, ethical, and unprejudiced towards any candidate. In the event of any vote being tied, the tie shall be resolved by the incoming Executive (excluding those in respect of whom the votes are tied).
- 15.10.5. Two Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 15.11. The term of office for all Executive Members shall be one year, starting from 1 January of the year for which they are appointed and ending 31 December. It is expected that outgoing Executive Members will facilitate a hand over period with incoming Executive Members between the AGM and the start of the new year.
- 15.12. No person shall hold more than one position in the Executive at any one time.
- 15.12.1. If a person already holds a role in the Executive and they are elected into a new Executive role, they are deemed to have resigned from their initial role.
- 15.12.2. Every Executive member must have been a member of ORBS the year previous to their appointment and at the time they become an Executive member.
- 15.13. Where a complaint is made about the actions or inaction of an Executive Member (in relation to their role) the complaint will be brought to the attention of the President, Vice President, and/or Equity Officers as appropriate.

- 15.14. An Executive Member shall be deemed to have ceased to be an Executive Member if that person ceases to be a Member or provides written resignation of their Executive Role to the Secretary.
- 15.15. After ceasing Executive Membership the outgoing Executive Member will have 14 days to deliver to the Secretary all paperwork and other property of the Club held by such former Executive Member. If it is the Secretary who is departing, paperwork and property will go to the President.
- 15.16. In the event of vacancies, the Executive may fill the role with a General Executive or general Society Member on a provisional basis until an SGM can be called. If no quorum is reached at that SGM, the provisional basis can be made permanent. Votes may be taken at the same meeting in which the vacancy is created where applicable.

16. The OUSA Affiliated Clubs Council and Sub-Committees

- 16.1. The Club Executive will appoint a Club Member to represent the Club at the bi-annual OUSA Affiliated Clubs Council.
- 16.2. The Executive may appoint Sub-Committees consisting of such persons and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
 - 16.2.1. The quorum for every sub-committee is half the Members of the sub-committee;
 - 16.2.2. No sub-committee shall have power to co-opt additional Members;
 - 16.2.3. A sub-committee must not commit the Club to any financial expenditure;
 - 16.2.4. A sub-committee must not further delegate any of its powers.

17. Records

- 17.1. All Club records will be collected, stored, and used in accordance with the New Zealand Privacy Act.
- 17.2. The Secretary shall keep an up-to-date record of Club Members on the Clubs Portal. Minimum requirements for the details of Club Members include full names, a contact number, and an email address.

- 17.3. All records will be stored in the OUSA Clubs Portal with only the Executive having access. Other than what is required by law no personal information will be released.
- 17.4. In accordance with the Privacy Act a Member may request Club information, in writing through the Secretary. The request must specify the information sought in sufficient detail to enable the information to be identified. The Club must within a reasonable time after receiving a request:
- 17.4.1. Provide the information; or
 - 17.4.2. Refuse to provide the information on Privacy grounds, the burden to the Club in responding is substantially disproportionate to any benefit the Member may receive from access, or the request is deemed frivolous.

18. Finances

- 18.1. The Clubs financial year shall mirror the Inland Revenue Department's financial year of 1 April to 31 March.
- 18.2. The funds and property of the Club shall be controlled by the Executive, subject to these Rules and devoted solely to the purposes of the Club.
- 18.3. The Treasurer will be delegated administrative financial responsibilities including:
- 18.3.1. Being one of the signatories of any Club bank accounts;
 - 18.3.2. Financial bookkeeping;
 - 18.3.3. Presenting Treasurer reports on the finances of the Club and the annual financial statements;
 - 18.3.4. Up keeping the Club's asset register;
 - 18.3.5. Filing the Club's annual tax return to Inland Revenue.
- 18.4. The Club is not authorised to borrow money in any capacity.
- 18.5. The Club is not authorised to employ staff.
- 18.6. Consistent with the constitution the Club may expend funds including the purchase of assets.

- 18.7. The Club may reimburse Club Members for reasonable expenses legitimately incurred on behalf of the Club while pursuing the Club's purposes.

19. Complaint Resolution

- 19.1. From time to time it is expected that Members will hold a grievance or an issue will arise. All Members (including the Executive) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.
- 19.2. Should a grievance or an issue arise, the Executive and/or Members will follow the OUSA Resolution (and Complaints) Policy.
- 19.3. The OUSA Resolution (and Complaints) Policy provides guidance to resolve conflict and grievance internally, establishes thresholds where external intervention is advised or required, clarifies the process OUSA recommends, and advises on various support services available.
- 19.4. The Club policy for resolving conflict and grievance internally is as follows:
- 19.4.1. The Equity Officers will maintain and have exclusive access to an Equity email separate from the general Executive email, reserved for complaints.
- 19.4.2. The Equity Officers will monitor an electronic complaints form. Submissions through this form will go to the equity email address. An option to remain anonymous is available to Members through this form.
- 19.4.3. The Equity Officers will ensure both the email and complaints form are displayed clearly on the Noticeboard. These displays will include their names and method of contact as appropriate.
- 19.4.4. Members may discuss concerns with Equity Officers in person, but any formal complaints must be made in writing.
- 19.4.5. Where applicable, Equity Officers will assist the Member in seeking external intervention and/or support as advised by the OUSA Resolution (and Complaints) Policy.
- 19.4.6. Members may choose to approach any Executive Member. They are not limited to the Equity Officers. All Executive Members will observe confidentiality and discretion.

- 19.5. Failing resolution through the OUSA Resolution (and Complaints) Policy, the Club Executive reserves the right to reprimand Club Members by way of written warning, restrictions to Membership benefits, Membership Suspension, Membership Termination, and/or a fine equivalent to the financial loss of ORBS up to a maximum of \$200. This shall be done by passing a special resolution at a GEM and advising the member.
- 19.6. A reprimanded Club Member reserves the right to review through OUSA as described in the OUSA Resolution (and Complaints) Policy.

20. Dissolution

- 20.1. No Club funds or property will ever be transferred or awarded to Club Members.
- 20.2. The Secretary shall give written notice to all Members of a proposed dissolution or disaffiliation.
- 20.3. Club Members will have 14 days to refute the proposal which can be communicated by requesting an SGM.
- 20.4. The Club may dissolve or disaffiliate from OUSA at any time by notifying OUSA in writing and advising of reasoning. Notification will accompany reasoning and evidence that dissolution or disaffiliation has been notified to Club Members (with the opportunity to respond).
- 20.5. Upon dissolution or disaffiliation all remaining funds and property will be donated to another not-for-profit club(s) or similar organisation(s) by special resolution of the final Executive. If no motion passes, or no quorum reached for a motion, or the final Executive fail to conduct a meeting for the vote within 35 days of dissolution, all remaining funds and property shall revert to OUSA. These will be held in trust for a period of six months. If a similar Club has not affiliated to OUSA in this period the funds and property will be awarded to OUSA to use at their discretion.
- 20.6. OUSA will deem the Club disaffiliated if the Club Executive cannot be contacted for a period of six months or more (using all practical means).

21. Constitution Amendments and Deviation

- 21.1. The Club may amend these rules at an AGM or SGM by special resolution.

- 21.2. Amendments must be ratified by OUSA and the Club must make clear to OUSA the proposed changes.
- 21.3. Only OUSA may approve deviations from this Constitution.