

# Fencing Central Constitution

Written by Fencing Central

Tuesday, 26 January 2010 00:46 - Last Updated Friday, 09 March 2012 08:27

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## Constitution of Fencing Central Incorporated

### 1 Name

1.1 The name of the association is “Fencing Central Incorporated” (hereinafter referred to as “FenCen”).

### 2 Objects

2.1 The objects of FenCen are (pursuant to the rules of Fencing New Zealand (hereinafter called “FeNZ”)):

- (a) to promote and foster the sport of fencing in the Fencing Central provincial district as defined by FeNZ, being the area of the North Island of New Zealand south of the 39th Parallel;
- (b) To conduct tournaments, competitions, training and other fencing-related activities;
- (c) To promote and foster the participation by members in competitions and meetings with fencers from regions other than Fencing Central provincial district and countries other than New Zealand.
- (d) To promulgate and maintain the rules, laws and regulations that may be laid down for the conduct of fencing, both in New Zealand and elsewhere.
- (e) To participate as a regional body and member of FeNZ and to fulfil the role of the Fencing Central provincial district council under the rules of FeNZ.
- (f) To safeguard and further the interests of members in the Fencing Central provincial district.
- (g) To exercise any disciplinary measures it deems necessary to achieve any of its objects.
- (h) To do all such things and acts, either alone or with others, as the management committee considers are conducive to attaining the foregoing objects.

### 3 Property of FenCen

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3.1 Any income, benefit or advantage shall be applied to the purposes of the organisation.

3.2 No individual member or associated person shall receive any form of private income, benefit or advantage from FenCen.

3.3 No member of FenCen or any person associated with a member shall participate in or materially influence any decision made by FenCen in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

3.4 Any such income paid shall be reasonable and relative to that which would be paid in an arm's-length transaction (being the open market value).

3.5 The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

## 4 Powers of FenCen

4.1 FenCen may exercise all or any of the following powers:

(a) To acquire, hold, deal with, and dispose of any real or personal property;

(b) To open and operate bank accounts;

(c) To invest its money:

(i) in any security in which trust moneys may be invested; or

(ii) in any other manner authorised by the constitution of FenCen;

(d) To borrow money upon such terms and conditions as FenCen thinks fit;

(e) To give such security for the discharge of liabilities incurred by FenCen as FenCen thinks fit;

(f) To appoint agents and employees to transact any business of FenCen on its behalf for reward or otherwise;

(g) To build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by FenCen;

(h) To accept donations and gifts in accordance with the objects of FenCen;

(i) To print and publish information by any media, including newsletters, newspapers, articles

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and leaflets, for promotion of FenCen;

(j) To provide gifts and prizes in accordance with the objects of FenCen;

(k) To organise social events for members and the promotion of FenCen; and

(l) To enter into any other contract FenCen considers necessary or desirable.

## 5 Membership

5.1 Membership shall be open to any person or club interested in fencing.

5.2 Any person or club seeking membership shall apply to the management committee for a specific category of membership using such forms as the committee may from time to time specify and the committee shall determine each application as it thinks fit in its absolute discretion.

5.3 Each person and Club admitted to membership shall be:

(a) Bound by the constitution and bylaws of FenCen and those of FeNZ;

(b) Liable to pay such fees and subscriptions as may be fixed by FenCen and FeNZ; and

(c) Entitled to all advantages and privileges of membership.

## 6 Membership Categories

6.1 The management committee shall admit successful membership applicants to one of the following categories of membership in accordance with the following criteria:

### Ordinary Members

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(a) Ordinary members are persons who are aged 18 years or older. Ordinary members who have paid their membership fees and are in good standing shall be entitled to hold any office; enjoy the privileges of FenCen, including the fencing activities of FenCen, and shall have one vote at all general meetings of FenCen.

### Associate Members

(b) Associate members are persons who do not wish to fence in competitions run under the auspices of FenCen or FeNZ, for example, coaches, social fencers, scorers and administrators. Associate members who are aged 18 years or older, who have paid their membership fees and are in good standing shall be entitled to hold any office; enjoy the privileges of FenCen (apart from the competitions run by FenCen, and shall have one vote at all general meetings of FenCen.

### Junior Members

(c) Junior members are persons who are under the age of 18 years. Junior members who have paid their membership subscriptions and are in good standing shall be entitled enjoy the privileges of FenCen, including the fencing activities of FenCen, but may not hold office or vote at meetings of FenCen.

### Life Members

(d) Life members are persons whom FenCen has in general meeting elected to life membership because they have given outstanding service to FenCen. Any member may, at least 18 days before an annual general meeting, nominate a person to the management committee for consideration by the annual general meeting for life membership. Life members pay no membership subscriptions and those that are in good standing shall be entitled to hold any office; enjoy the privileges of FenCen, including the fencing activities of FenCen, and shall have one vote at all general meetings of FenCen.

### Patron

(e) The patron is the person appointed to this role by FenCen in general meeting. Any member may, at least 18 days before an annual general meeting, nominate to the management committee a person for consideration by the annual general meeting as patron. The patron pays no membership subscriptions and those that are in good standing shall be entitled to enjoy the privileges of FenCen, including the fencing activities of FenCen, but may not hold other office or have any vote.

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## Affiliated Clubs

(f) Affiliated clubs are clubs operating within the Fencing Central provincial district. Affiliated clubs pay no subscriptions and may appoint by notice to the secretary (and remove in the same way) one representative to the management committee and general meetings who may speak on behalf of their club at meetings but not vote.

6.2 The management committee shall appoint a member of the management committee to maintain an up-to-date register of members of the association.

6.3 Members may at any reasonable time inspect the records and documents of the association.

## 7 Subscriptions

7.1 Life members, clubs and the patron pay no subscriptions. The management committee shall fix the annual subscriptions for the other classes of membership prior to the start of each financial year.

7.2 Subject to clause 7.3, members must pay their subscriptions prior to 31 March in each year or prior to entering a regional, national or international fencing event or activity in that year, whichever occurs first.

7.3 Members who join after 31 March must pay their subscriptions within one month of joining.

7.4 Members who join within the last six months of the year shall only be required to pay half the relevant annual subscription.

## 8 Termination of membership

8.1 The following events shall terminate membership:

(a) Resignation

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(b) Expulsion

(c) Failure to pay annual membership subscriptions by due date provided that the management committee may resolve to waive or excuse any failure or delay regarding payment of subscriptions if it considers there are good reasons to do so.

8.2 The management committee may, after having undertaken due inquiry, suspend or expel any member of the association for:

(a) Making false or inaccurate statements in the member's application for membership;

(b) Breaching any rule, regulation or by-law of FenCen; or

(c) Acting in a way which the management committee considers to be detrimental to FenCen or FeNZ or fencing generally.

8.3 Any member who is expelled, suspended or has their membership terminated, may appeal by presenting their case to a general meeting called for such purpose, and the decision of the general meeting shall be final.

8.4 Members who have not resigned, been expelled, suspended or otherwise had their membership terminated shall be deemed to be of good standing.

## 9 Management Committee

9.1 Management of FenCen is vested in the management committee which shall comprise:

(a) A president;

(b) A secretary;

(c) A treasurer (who need not be a member);

(d) Up to seven general committee members.

9.2 The members present at the annual general meeting shall elect the president, secretary,

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treasurer and the general committee members.

9.3 Members of the management committee may hold only one position on the committee at any one time. Members of the committee shall cease to hold office at the conclusion of the next annual general meeting that follows their election but they shall be eligible for re-election.

9.4 The secretary shall give to committee members and affiliated club representatives at least five days notice of each management committee meeting.

9.5 The quorum of the management committee shall be one more than the half of the number of its members, calculated prior to the start of each meeting. Affiliated club representatives shall be disregarded when determining quorums.

9.6 The president shall chair all management committee meetings provided that, if the president is unable to attend a meeting or ceases to hold office, the meeting shall elect another member of the committee to chair that meeting (in the case of temporary absences) or future meetings (in the case of permanent absence).

9.7 Membership of the management committee shall terminate, if a committee member:

- (a) is absent from three or more meetings without leave of absence from the committee; or
- (b) ceases to be a member of FenCen.

9.8 Should a vacancy occur on the management committee during the year, the management committee may appoint replacement or additional members who shall hold office until the end of the next annual general meeting.

## 10 Powers of the management committee

10.1 The management committee shall carry out the day-to-day running of FenCen and shall:

- (a) administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- (b) fix the manner in which such banking accounts shall be operated;
- (c) fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and enforce payment thereof;
- (d) adjudicate on all matters brought before it that in any way affect FenCen.

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- (e) cause minutes to be made of all proceedings at meetings of the committee and general meetings of members;
- (f) make, amend and rescind rulings and by-laws;
- (g) form, and appoint members to, sub-committees as required for specific purposes;
- (h) co-opt persons to carry out any duties the management committee considers necessary but co-opted persons may not vote at committee meetings;
- (i) appoint selectors for such periods and purposes as it thinks necessary;
- (j) employ persons to carry out certain duties required by FenCen, at salaries or remunerations for such period of time, as may be deemed necessary; and
- (k) appoint a member of the management committee to hold FenCen's records, documents and securities.

### 11 Auditor

11.1 With effect from incorporation, the accounts of FenCen shall not be audited unless so authorised by a special general meeting called for that purpose.

11.2 (This Clause Removed)

### 12 General Meetings

#### Annual general meeting

12.1 The management committee shall arrange for an annual general meeting to be held within three months after the end of each financial year.

12.2 The secretary shall give to members and affiliated clubs at least 28 days notice of each annual general meeting, such notice to:

- (a) detail the date, time and place of the meeting; and
- (b) request nominations for officers, notices of motion and items of general business for consideration at the meeting to be supplied at least 18 days prior to the meeting.

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12.3 The secretary shall give to members and affiliated clubs at least 14 days notice of all received nominations for officers, notices of motion, annual reports, financial statements and items of general business for consideration at the meeting and an agenda.

12.4 All members in good standing may attend annual general meetings.

12.5 The quorum at annual general meetings shall be 15 members attending in person or by proxy who are entitled to vote and shall be calculated prior to the start of each meeting. If, at the end of 30 minutes after the time appointed in the notice for the start of the meeting, no quorum is present, the meeting shall stand adjourned for one week. If at the subsequent meeting there is no quorum, those members present shall be competent to discharge the business of the meeting.

12.6 The agenda for an annual general meeting shall be:

- (a) opening of meeting;
- (b) apologies;
- (c) confirmation of minutes of previous annual general meeting;
- (d) presentation of president's annual report;
- (e) adoption of president's annual report;
- (f) presentation of treasurer's annual report;
- (g) adoption of treasurer's annual report;
- (h) election of new management committee, patron;
- (i) vote of thanks to outgoing management committee;
- (j) notices of motion;
- (k) general business; and
- (l) Close.

### Special general meetings

12.7 Special general meetings may be called by the management committee or on the written request of the president or the secretary or at least ten ordinary members.

12.8 The secretary shall give to members and affiliated clubs at least 14 days notice of special general meetings, such notice to detail:

- (a) the date, time and place of the meeting; and
- (b) the business to be conducted at the meeting and no other business shall be conducted at the meeting.

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12.9 All members in good standing may attend special general meetings.

12.10 The quorum at special general meetings shall be 15 members attending in person or by proxy who are entitled to vote and shall be calculated prior to the start of each meeting. If, at the end of 30 minutes after the time appointed in the notice for the start of the meeting, no quorum is present, the meeting shall stand adjourned for one week. If at the subsequent meeting there is no quorum, those members present shall be competent to discharge the business of the meeting.

## 13 Voting

### Management committee meetings

13.1 At each meeting of the management committee:

- (a) Each elected committee member present shall have one vote
- (b) The president shall be entitled to a deliberate vote, and, in the event of a tied vote, the president may exercise a casting vote.

### General meetings

13.2 At each annual general meeting, each ordinary and associate member aged 18 or older attending in person or by proxy who is in good standing and has paid their subscription for the preceding year shall have one vote.

13.3 At each special general meeting, each ordinary and associate member aged 18 or older attending in person or by proxy who is in good standing and has paid their subscription for the current year shall have one vote.

13.4 At each general meeting:

- (a) The president shall not have a casting vote;
- (b) Voting shall be by voices, by show of hands or, on demand of the president or of any member present, by secret ballot;
- (c) Unless otherwise required by this constitution, all questions shall be determined by a simple majority of those present and entitled to vote at the meeting; and
- (d) A resolution passed by the required majority at any general meeting binds all members, irrespective of whether they were present at the meeting where the resolution was adopted or

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whether they voted.

### Proxies at general meetings

13.5 Members may exercise their right to vote at a general meeting either by attending or by appointing a proxy who must be another member entitled to vote at the meeting.

13.6 A proxy must be appointed by notice signed or emailed by the appointing member and the notice must state whether the appointment is for a particular general meeting or a specified term not exceeding twelve months.

13.7 No proxy appointment is effective in relation to a general meeting unless a copy of the notice of appointment is produced before the start of the meeting.

13.8 A validly appointed and notified proxy is entitled to attend, be heard and vote at a general meeting as if the proxy were the appointing member.

## 14 Finance

14.1 All funds of FenCen shall be deposited into FenCen's accounts at such bank or recognised financial institution, as the management committee shall determine.

14.2 All accounts due by FenCen shall be paid by cheque after having being passed for payment at a management committee meeting and, when immediate payment is necessary, accounts may be paid provided the payment is submitted for ratification at the next management committee meeting.

14.3 The management committee may set a petty cash expenditure limit up to which the secretary may spend without further consent provided the secretary keeps a full record of such expenditure in a petty cash book.

14.4 At each management committee meeting, the treasurer shall submit statements showing the current financial position of FenCen.

14.5 At each annual general meeting, the treasurer shall submit statements of income and expenditure and of assets and liabilities.

14.6 The financial year of FenCen shall commence on 1 January and end on 31 December of the same year and references to "year" are references to the financial year.

14.7 All cheques and other financial dispositions shall be signed by the treasurer and countersigned by anyone of the up to three committee members that the committee shall appoint for that purpose.

## 15 Common Seal

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15.1 The secretary shall hold and look after the common seal of FenCen.

15.2 The common seal shall not be used or affixed to any deed or document except pursuant to a resolution of the management committee and in the presence of the president and at least two members of the committee, all of who shall subscribe their names as witnesses.

### 16 Alterations to the constitution and by-laws

16.1 Proposed motions to amend or replace this constitution shall be prepared and signed by at least two members and given to the secretary and shall be accompanied by an explanation of the reasons for the proposal.

16.2 If the secretary receives proposed motions at least 21 days before an annual general meeting, the secretary shall give to all members and affiliated clubs at least 14 days notice before the meeting of the proposed motions, the reasons for the proposals and of any recommendations from the management committee in respect thereof.

16.3 If the secretary receives proposed motions less than 21 days before an annual general meeting, the secretary shall inform the management committee who shall decide whether to give notice as set out in clause 16.2, to hold the motions over until the next annual general meeting or to hold a special general meeting to consider them.

16.4 The secretary shall notify the management committee's decision to the proposers, who shall be entitled to arrange for a special general meeting to be called in accordance with part 12, in which case the secretary shall give notice as detailed in clause 16.2 at least 14 days before the meeting.

16.5 This constitution may be amended or replaced by resolution of any general meeting passed by a two-thirds majority of those members present and entitled to vote. No addition to or alteration of the non-profit aims/objects, personal benefits clause, payments to members clause or winding up clause shall be approved without the prior approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

16.6 Within one month of the passing of a motion to alter the constitution, the management committee shall notify the change to the Registrar of Incorporated Societies and all other relevant authorities.

16.7 Motions to alter by-laws may only be considered at management committee meetings if notice of the meeting including details of the motions has been duly given to committee members and affiliated club representatives.

16.8 Such motions to alter by-laws shall be of no effect unless passed by a two-thirds majority of those present and entitled to a vote at a properly convened management committee meeting at which the requisite quorum was present.

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### 17 Notices and service

17.1 All notices and other communications referred to in this constitution shall be in writing.

17.2 Service may be effected by ordinary post or email sent to the last such address recorded for each intended recipient.

17.3 Service shall be deemed to occur on the first day following sending that banks are open for business in the city of Wellington.

17.4 Absence of proof of receipt nor inadvertent failure to perfectly serve all entitled persons shall not invalidate service or business transacted in reliance on the service.

### 18 Winding Up

18.1 The association may be wound up under the provisions of the Incorporated Societies Act 1908 or any replacement legislation.

18.2 If, on the winding up of FenCen, any property of FenCen remains after satisfaction of the debts and liabilities of FenCen and the costs, charges and expenses of winding up, that property shall be distributed:

- (a) To another incorporated association having objects similar to those of FenCen; or
- (b) For charitable or benevolent purposes as determined by resolution of the members; but
- (c) No distributions may be made to members.